

O'Hara John E
Form 4
February 06, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Hara John E

(Last) (First) (Middle)

ONE ELMCROFT ROAD

(Street)

STAMFORD, CT 06926

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PITNEY BOWES INC /DE/ [PBI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	02/05/2013	02/05/2013	M		266	\$ 0	4,037.6507	D
Common Stock	02/05/2013	02/05/2013	F		105	\$ 13.295	3,932.6507	D
Common Stock	02/05/2013	02/05/2013	M		342	\$ 0	4,274.6507	D
Common Stock	02/05/2013	02/05/2013	F		135	\$ 13.295	4,139.6507	D
Common Stock	02/05/2013	02/05/2013	M		780	\$ 0	4,919.6507	D

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Common Stock	02/05/2013	02/05/2013	F	307	D	\$ 13.295	4,612.6507	D
Common Stock	02/05/2013	02/05/2013	M	2,029	A	\$ 0	6,641.6507	D
Common Stock	02/05/2013	02/05/2013	F	799	D	\$ 13.295	5,842.6507	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/05/2013		M		266		02/05/2013	02/05/2013	Common Stock	266
Restricted Stock Unit	\$ 0	02/05/2013		M		342		02/05/2013 ⁽¹⁾	02/04/2014	Common Stock	342
Restricted Stock Unit	\$ 0	02/05/2013		M		780		02/05/2013 ⁽²⁾	02/03/2015	Common Stock	780
Restricted Stock Unit	\$ 0	02/05/2013		M		2,029		02/05/2013 ⁽³⁾	02/02/2016	Common Stock	2,029

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'Hara John E
ONE ELMCROFT ROAD
STAMFORD, CT 06926

EVP & CFO

Signatures

Jean Jacob - POA for John
O'Hara

02/06/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The third of four vesting tranches has vested leaving 342 shares yet to vest on 2/4/2014.
- (2) The second of four vesting tranches has vested leaving 779 shares to vest on 2/4/2014 and 779 to vest on 2/3/2015.
- (3) The first of four vesting tranches has vested leaving 2,030 shares to vest on 2/4/2014, 2,029 to vest on 2/3/2015 and 2,029 to vest on 2/2/2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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