PITNEY BOWES INC /DE/

Form 4 July 02, 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

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

Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

2005

Form 5 obligations may continue.

See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

Monahan Michael

2. Issuer Name and Ticker or Trading Symbol

PITNEY BOWES INC /DE/ [PBI]

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner

(Check all applicable)

07/01/2013

X_ Officer (give title Other (specify below)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

EVP Finance and 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

STAMFORD, CT 06926

ONE ELMCROFT ROAD

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | |
|-----------------|------------------------------------|------------|------------------|------------|---|---------------------|--------------------|-----------------|---------------------------|
| | | | | Code V | (A) (I | D) Date Exercisable | Expiration Date | Title | Amour Number Shares |
| Stock Option | <u>(2)</u> | 07/01/2013 | | A | 40,000 | 02/03/2015(1) | 06/30/2023 | Common Stock | 40,0 |
| Stock Option | <u>(3)</u> | 07/01/2013 | | A | 80,000 | 02/03/2015(1) | 06/30/2023 | Common Stock | 80,0 |
| Stock Option | <u>(4)</u> | 07/01/2013 | | A | 120,000 | 02/03/2015(1) | 06/30/2023 | Common Stock | 120,0 |
| Stock Option | <u>(5)</u> | 07/01/2013 | | A | 160,000 | 02/03/2015(1) | 06/30/2023 | Common Stock | 160,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Monahan Michael | | | EVP | | | | |
| ONE ELMCROFT ROAD | | | Finance | | | | |
| STAMFORD, CT 06926 | | | and CFO | | | | |

Signatures

Jean Jacob - POA for Michael
Monahan
07/02/2013

**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 stock option grant vests in three equal annual installments on 2-3-2015; 2-2-2016 and 2-7-2017.
- (2) The Grant price for the stock options was calculated at 115% of the closing price on July 1, 2013 which was \$14.96.
- (3) The Grant price for the stock options was calculated at 130% of the closing price on July 1, 2013 which was \$14.96.
- (4) The Grant price for the stock options was calculated at 145% of the closing price on July 1, 2013 which was \$14.96.
- (5) The Grant price for the stock options was calculated at 160% of the closing price on July 1, 2013 which was \$14.96.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2