

PITNEY BOWES INC /DE/

Form 4

October 01, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
O MEARA VICKI A

(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)
09/30/2013

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/Pres. PBMS & Gov & Postal

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)			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	(A) or (D)	Price		
Common Stock	09/30/2013	09/30/2013	M		1,839	A	\$ 0	24,731	D
Common Stock	09/30/2013	09/30/2013	F		895	D	\$ 18.155	23,836	D
Common Stock	09/30/2013	09/30/2013	M		4,248	A	\$ 0	28,084	D
Common Stock	09/30/2013	09/30/2013	F		2,067	D	\$ 18.155	26,017	D
Common Stock	09/30/2013	09/30/2013	M		4,315	A	\$ 0	30,332	D

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Common Stock	09/30/2013	09/30/2013	F	2,100	D	\$ 18.155	28,232	D
Common Stock	09/30/2013	09/30/2013	M	9,131	A	\$ 0	37,363	D
Common Stock	09/30/2013	09/30/2013	F	4,443	D	\$ 18.155	32,920	D

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

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SEC 1474
(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 Units	\$ 0	09/30/2013		M		1,839		09/30/2013 ⁽¹⁾	02/07/2020	Common Stock	1,839
Restricted Stock Units	\$ 0	09/30/2013		M		4,248		09/30/2013 ⁽²⁾	11/07/2020	Common Stock	4,248
Restricted Stock Units	\$ 0	09/30/2013		M		4,315		09/30/2013 ⁽³⁾	02/13/2021	Common Stock	4,315
Restricted Stock Units	\$ 0	09/30/2013		M		9,131		09/30/2013 ⁽⁴⁾	02/12/2022	Common Stock	9,131

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

O MEARA VICKI A
ONE ELMCROFT ROAD
STAMFORD, CT 06926

EVP/Pres.
PBMS & Gov
& Postal

Signatures

Jean Jacob - POA for Vicki
O'Meara

09/30/2013

__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) All of the remaining outstanding restricted stock units previously granted to the reporting person on February 8, 2010 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business, and such vested restricted stock units settled for shares of the Company common stock.

(2) All of the remaining outstanding restricted stock units previously granted to the reporting person on November 8, 2010 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business, and such vested restricted stock units settled for shares of the Company common stock.

(3) All of the remaining outstanding restricted stock units previously granted to the reporting person on February 14, 2011 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business and such vested restricted stock units settled for shares of the Company common stock.

(4) All of the remaining outstanding restricted stock units previously granted to the reporting person on February 13, 2012 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business and such vested restricted stock units settled for shares of the Company common stock.

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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