

PITNEY BOWES INC /DE/

Form 4

February 06, 2014

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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Monahan Michael

(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)
02/04/2014

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 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

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 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)
Common Stock	02/04/2014		M	3,395 A	\$ 0 53,104.0046	D	
Common Stock	02/04/2014		F	1,156 D	\$ 24.74 51,948.0046	D	
Common Stock	02/04/2014		M	9,386 A	\$ 0 61,334.0046	D	
Common Stock	02/04/2014		F	3,312 D	\$ 24.74 58,022.0046	D	
Common Stock	02/04/2014		M	4,397 A	\$ 0 62,419.0046	D	

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Common Stock	02/04/2014	F	1,498	D	\$ 24.74	60,921.0046	D
Common Stock	02/04/2014	M	3,117	A	\$ 0	64,038.0046	D
Common Stock	02/04/2014	F	1,062	D	\$ 24.74	62,976.0046	D
Common Stock						9,585.6592	I By 401(k)

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 Unit	\$ 0	02/04/2014		M	3,395	02/04/2014 02/04/2014	Common Stock 3,395
Restricted Stock Unit	\$ 0	02/04/2014		M	3,117	02/04/2014 ⁽¹⁾ 02/03/2015	Common Stock 3,117
Restricted Stock Unit	\$ 0	02/04/2014		M	4,397	02/04/2014 ⁽²⁾ 02/02/2016	Common Stock 4,397
Restricted Stock Unit	\$ 0	02/04/2014		M	9,386	02/04/2014 ⁽³⁾ 02/07/2017	Common Stock 9,386

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Monahan Michael ONE ELMCROFT ROAD			EVP Finance	

STAMFORD, CT 06926

and CFO

Signatures

Richard Martorana - POA for Michael
Monahan

02/05/2014

__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, vested leaving 3,116 shares to vest on 2/3/2015.
- (2) The second of four vesting tranches vested, leaving 4,396 shares to vest on 2/3/2015 and 4,397 shares to vest on 2/2/2016.
- (3) The first of four vesting tranches vested, leaving 9,387 shares to vest on 2/3/2015, 9,386 to vest on 2/2/2016 and 9,386 to vest on 2/7/2017.

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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