GIFFORD NATHANIEL M

Form 4

February 04, 2005

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

OMB Number:

response...

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

OMB APPROVAL

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GIFFORD NATHANIEL M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

IMAGISTICS INTERNATIONAL

INC [IGI]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) 02/02/2005

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

Vice President

C/O IMAGISTICS **INTERNATIONAL INC., 100**

OAKVIEW DRIVE

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

TRUMBULL, CT 06611

(City) (State)

(Month/Day/Year)

(Zip)

(Middle)

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

4.7536

1.Title of Security (Instr. 3)

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

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

5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Common Stock

02/02/2005

Code V Amount (D) 213

M

Price 5,652

D

(Instr. 4)

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)

A

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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. Transactic Code (Instr. 8)		f Expiration Date Underly derivative (Month/Day/Year) (Instr. 3) ecurities acquired (A) or bisposed (D) nstr. 3, 4,		7. Title and A Underlying S (Instr. 3 and	Securities	8. D Se (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 4.7536	02/02/2005		M	213	12/03/2001	02/12/2005	Common Stock	213	\$

Reporting Owners

Ranarting Owner Name / Address	Relationships

Director 10% Owner Officer Other

GIFFORD NATHANIEL M C/O IMAGISTICS INTERNATIONAL INC. 100 OAKVIEW DRIVE TRUMBULL, CT 06611

Vice President

Signatures

Nathaniel M. 02/04/2005 Gifford

**Signature of Date
Reporting Person

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).

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.

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