

PITNEY BOWES INC /DE/
Form 4
February 05, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goldstein Daniel J

(Last) (First) (Middle)
3001 SUMMER STREET
(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)
02/03/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/Chief Legal & Compliance

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/03/2015 | | M | | 1,318 A \$ 0 | 21,083.2983 | D |
| Common Stock | 02/03/2015 | | F | | 488 D \$ 22.57 | 20,595.2983 | D |
| Common Stock | 02/03/2015 | | M | | 2,198 A \$ 0 | 22,793.2983 | D |
| Common Stock | 02/03/2015 | | F | | 813 D \$ 22.57 | 21,980.2983 | D |
| Common Stock | 02/03/2015 | | M | | 4,694 A \$ 0 | 26,674.2983 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|-------------|---|
| Common Stock | 02/03/2015 | F | 1,736 | D | \$ 22.57 | 24,938.2983 | D |
| Common Stock | 02/03/2015 | M | 2,592 | A | \$ 0 | 27,530.2983 | D |
| Common Stock | 02/03/2015 | F | 959 | D | \$ 22.57 | 26,571.2983 | D |
| Common Stock | 02/03/2015 | M | 12,793 | A | \$ 0 | 39,364.2983 | D |
| Common Stock | 02/03/2015 | F | 4,875 | D | \$ 22.57 | 34,489.2983 | 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 | 02/03/2015 | | M | 1,318 | 02/03/2015 ⁽¹⁾ ⁽¹⁾ | Common Stock 1,318 |
| Restricted Stock Unit | \$ 0 | 02/03/2015 | | M | 2,198 | 02/03/2015 ⁽²⁾ ⁽²⁾ | Common Stock 2,198 |
| Restricted Stock Unit | \$ 0 | 02/03/2015 | | M | 4,694 | 02/03/2015 ⁽³⁾ ⁽³⁾ | Common Stock 4,694 |
| Restricted Stock Unit | \$ 0 | 02/03/2015 | | M | 2,592 | 02/03/2015 ⁽⁴⁾ ⁽⁴⁾ | Common Stock 2,592 |
| Market Stock Unit | \$ 0 | 02/03/2015 | | M | 12,793 | 02/03/2015 ⁽⁵⁾ ⁽⁵⁾ | Common Stock 12,793 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Goldstein Daniel J
3001 SUMMER STREET
STAMFORD, CT 06926

EVP/Chief Legal & Compliance

Signatures

Laurie Bellocchio - POA for Daniel
Goldstein

02/05/2015

__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 last of four vesting tranches vested.
- (2) The third of four vesting tranches vested, leaving 2,198 shares to vest on 2/2/2016.
- (3) The second of four vesting tranches,vested leaving 4,693 shares to vest on 2/2/2016 and 4,693 to vest on 2/7/2017.
- (4) The first of three vesting tranches vested leaving 2,592 shares to vest on 2/2/2016 and 2,594 shares to vest on 2/7/2017.
- (5) The MSUs were granted on 2/13/2012 and have a three year cliff vesting.

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.