

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Green Steven 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)
VP Finance & CAO

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 (A) or (D) Price | | | |
| Common Stock | 02/03/2015 | | M | 621 A \$ 0 | 23,420.399 | D | |
| Common Stock | 02/03/2015 | | F | 230 D \$ 22.57 | 23,190.399 | D | |
| Common Stock | 02/03/2015 | | M | 1,183 A \$ 0 | 24,373.399 | D | |
| Common Stock | 02/03/2015 | | F | 438 D \$ 22.57 | 23,935.399 | D | |
| Common Stock | 02/03/2015 | | M | 1,819 A \$ 0 | 25,754.399 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|------------|---|-----------------|
| Common Stock | 02/03/2015 | F | 665 | D | \$ 22.57 | 25,089.399 | D | |
| Common Stock | 02/03/2015 | M | 1,047 | A | \$ 0 | 26,136.399 | D | |
| Common Stock | 02/03/2015 | F | 388 | D | \$ 22.57 | 25,748.399 | D | |
| Common Stock | 02/03/2015 | M | 6,889 | A | \$ 0 | 32,637.399 | D | |
| Common Stock | 02/03/2015 | F | 2,729 | D | \$ 22.57 | 29,908.399 | D | |
| Common Stock | | | | | | 7,805.6427 | I | By 401(k) plan |
| Common Stock | | | | | | 659 | I | Owned by Spouse |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | \$ 0 | 02/03/2015 | | M | 621 | 02/03/2015 ⁽¹⁾ - ⁽¹⁾ | Common Stock | 621 |
| Restricted Stock Unit | \$ 0 | 02/03/2015 | | M | 1,183 | 02/03/2015 ⁽²⁾ - ⁽²⁾ | Common Stock | 1,183 |
| Restricted Stock Unit | \$ 0 | 02/03/2015 | | M | 1,819 | 02/03/2015 ⁽³⁾ - ⁽³⁾ | Common Stock | 1,819 |
| Restricted Stock Unit | \$ 0 | 02/03/2015 | | M | 1,047 | 02/03/2015 ⁽⁴⁾ - ⁽⁴⁾ | Common Stock | 1,047 |
| | \$ 0 | 02/03/2015 | | M | 6,889 | 02/03/2015 ⁽⁵⁾ - ⁽⁵⁾ | | 6,889 |

Market
Stock UnitCommon
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Green Steven J 3001 SUMMER STREET STAMFORD, CT 06926 | | | VP Finance & CAO | |

Signatures

| | |
|---|------------|
| Laurie Bellocchio - POA for Steven J Green | 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 1,184 shares to vest on 2/2/2016.
- (3) The second of four vesting tranches vested, leaving 1,820 shares to vest on 2/2/2016 and 1,819 to vest on 2/7/2017.
- (4) The first of three vesting tranches vested, leaving 1,047 shares to vest on 2/2/2016 and 1,047 to vest on 2/7/2017.
- (5) The MSUs were granted on 2/3/2012 and have a three year cliff vesting.

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