

MILLER LLOYD I III  
Form 4  
January 24, 2012

**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 \*  
MILLER LLOYD I III

2. Issuer Name and Ticker or Trading Symbol  
STAMPS.COM INC [STMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
222 LAKEVIEW AVENUE, SUITE 160-365

3. Date of Earliest Transaction (Month/Day/Year)  
01/23/2012

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

**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	01/23/2012		S <sup>(1)</sup>	30,752 D	\$ 31.4771 (2) 354,640 (3)	I	By Milfam II L.P.
Common Stock	01/23/2012		S <sup>(1)</sup>	21,356 D	\$ 31.4771 (2) 253,442	D	
Common Stock	01/23/2012		S <sup>(1)</sup>	16,230 D	\$ 31.4771 (2) 185,993 (3)	I	By Trust A-4 - Lloyd I. Miller
Common	01/23/2012		S <sup>(1)</sup>	9,397 D	\$ 108,357 (3)	I	By Marli

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Stock					31,4771 <u>(2)</u>				Miller Managed
Common Stock	01/23/2012		S <sup>(1)</sup>	7,688	D	\$ 31,4771 <u>(2)</u>	94,352 <sup>(3)</sup>	I	By Milgrat I (G7)
Common Stock							58,505 <sup>(3)</sup>	I	By Milgrat I (X7)
Common Stock							55,000 <sup>(3)</sup>	I	By Milfam I L.P.
Common Stock							1,000 <sup>(3)</sup>	I	By Lloyd I. Miller, custodian under Florida UGMA for Lloyd I. Miller, IV
Common Stock							1,000 <sup>(3)</sup>	I	By Lloyd I. Miller, custodian under Florida UGMA for Alexandra B. Miller
Common Stock							29,489 <sup>(3)</sup>	I	By Milfam NG LLC

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)	8. P Der Sec (Ins
					Code V (A) (D)		Title	

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		Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option (Common Stock)	\$ 14.5	04/23/2004	04/23/2014	Common Stock	5,000
Stock Option (Common Stock)	\$ 20.69	05/25/2005	05/25/2015	Common Stock	5,000
Stock Option (Common Stock)	\$ 31.64	06/07/2006	06/07/2016	Common Stock	5,000
Stock Option (Common Stock)	\$ 13.81	06/06/2007	06/06/2017	Common Stock	5,000
Stock Option (Common Stock)	\$ 13.48	05/22/2008	05/22/2018	Common Stock	5,000
Stock Option (Common Stock)	\$ 8.86	06/25/2009	06/25/2019	Common Stock	5,000
Stock Option (Common Stock)	\$ 10.55	06/16/2010	06/16/2020	Common Stock	5,000
Stock Option (Common Stock)	\$ 12.33	06/15/2011	06/15/2021	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LLOYD I III 222 LAKEVIEW AVENUE SUITE 160-365 WEST PALM BEACH, FL 33401	X			

## Signatures

/s/ David J. Hoyt  
Attorney-in-fact

01/24/2012

\_\_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) This sale was executed pursuant to a pre-arranged trading plan compliant with Rule 10b5-1.

The price in Column 4 is a weighted average price. The prices actually paid ranged from \$30.95 to \$31.95 per share. The reporting person

(2) will provide the Issuer, any security holder of the Issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing

(3) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.

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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