

PITNEY BOWES INC /DE/
Form 4
February 06, 2014

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 *
TORSONE JOHNNA G

(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
 Officer (give title below) _____ Other (specify below)

EVP/Chief HR Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/04/2014 | | M | | 1,556 | A | \$ 0 |
| Common Stock | 02/04/2014 | | F | | 524 | D | \$ 24.74 |
| Common Stock | 02/04/2014 | | M | | 4,116 | A | \$ 0 |
| Common Stock | 02/04/2014 | | F | | 1,564 | D | \$ 24.74 |
| Common Stock | 02/04/2014 | | M | | 1,928 | A | \$ 0 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|----------|---|-----------------|
| Common Stock | 02/04/2014 | F | 640 | D | \$ 24.74 | 37,276 | D | |
| Common Stock | 02/04/2014 | M | 1,319 | A | \$ 0 | 38,595 | D | |
| Common Stock | 02/04/2014 | F | 450 | D | \$ 24.74 | 38,145 | D | |
| Common Stock | | | | | | 890.0662 | I | By 401(k)plan |
| Common Stock | | | | | | 7,000 | 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 (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 | 02/04/2014 | | M | 1,556 | 02/04/2014 02/04/2014 | Common Stock | 1,556 |
| Restricted Stock Unit | \$ 0 | 02/04/2014 | | M | 1,319 | 02/04/2014 ⁽¹⁾ 02/03/2015 | Common Stock | 1,319 |
| Restricted Stock Unit | \$ 0 | 02/04/2014 | | M | 1,928 | 02/04/2014 ⁽²⁾ 02/02/2016 | Common Stock | 1,928 |
| Restricted Stock Unit | \$ 0 | 02/04/2014 | | M | 4,116 | 02/04/2014 ⁽³⁾ 02/07/2017 | Common Stock | 4,116 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TORSONE JOHNNNA G
ONE ELMCROFT ROAD
STAMFORD, CT 06926

EVP/Chief
HR Officer

Signatures

Richard Martorana - POA for Johnna
Torsone

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 1,318 shares yet to vest on 2/3/2015.
- (2) The second of four vesting tranches vested, leaving 1,927 shares to vest on 2/3/2015 and 1,928 to vest on 2/2/2016.
- (3) The first of four vesting tranches vested, leaving 4,115 shares to vest on 2/3/2015, 4,116 to vest on 2/2/2016 and 4,115 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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