

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 *
Goldstein Daniel J

(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 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)
				(A) or (D)	Price		
Common Stock	02/04/2014		M	4,693 A	\$ 0	15,984.0698	D
Common Stock	02/04/2014		F	1,887 D	\$ 24.74	14,097.0698	D
Common Stock	02/04/2014		M	2,199 A	\$ 0	16,296.0698	D
Common Stock	02/04/2014		F	813 D	\$ 24.74	15,483.0698	D
Common Stock	02/04/2014		M	4,638 A	\$ 0	20,121.0698	D

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Common Stock	02/04/2014	F	1,698	D	\$ 24.74	18,423.0698	D
Common Stock	02/04/2014	M	1,319	A	\$ 0	19,742.0698	D
Common Stock	02/04/2014	F	488	D	\$ 24.74	19,254.0698	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)	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/04/2014		M	4,638	02/04/2014 02/04/2014	Common Stock	4,638
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	2,199	02/04/2014 ⁽²⁾ 02/02/2016	Common Stock	2,199
Restricted Stock Unit	\$ 0	02/04/2014		M	4,693	02/04/2014 ⁽³⁾ 02/07/2017	Common Stock	4,693

Reporting Owners

Reporting Owner Name / Address

Relationships

Goldstein Daniel J
ONE ELMCROFT ROAD
STAMFORD, CT 06926

Director 10% Owner Officer Other

EVP/Chief Legal & Compliance

Signatures

Richard Martorana - POA for Daniel
Goldstein

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 to vest on 2/3/2015.
 - (2) The second of four vesting tranches vested, leaving 2,198 to vest on 2/3/2015 and 2,198 to vest on 2/2/2016.
 - (3) The first of four vesting tranches,vested leaving 4,694 shares to vest on 2/3/2015, 4,693 to vest on 2/2/2016 and 4,693 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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