

STAMPS.COM INC
Form 4
April 24, 2006

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

(Last) (First) (Middle)

4550 GORDON DRIVE

(Street)

NAPLES, FL 34102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2006

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)

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	04/20/2006		S ⁽¹⁾	34,545 D \$ 38.3981	277,794 ⁽²⁾	I	Trust A-4 - Lloyd I. Miller
Common Stock	04/21/2006		S ⁽¹⁾	19,500 D \$ 38.81	258,294 ⁽²⁾	I	Trust A-4 - Lloyd I. Miller
Common Stock					187,266 ⁽²⁾	I	Trust C - Lloyd I. Miller
Common Stock					208,400	D	

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Common Stock		55,000 <u>(2)</u>	I	By Milfam I L.P.
Common Stock		456,630 <u>(2)</u>	I	By Milfam II L.P.
Common Stock		1,000 <u>(2)</u>	I	By Lloyd I. Miller, III, custodian under Florida UGMA for Lloyd I. Miller, IV
Common Stock		1,000 <u>(2)</u>	I	By Lloyd I. Miller, III, custodian under Florida UGMA for Alexandra B. Miller
Common Stock		500 <u>(2)</u>	I	By Kimberly S. Miller
Common Stock		150,633 <u>(2)</u>	I	By Marli Miller Managed

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Underlying Securities (Instr. 3 and 4)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Code		
					V	(A)	(D)
Options (right to buy) \$ 20.69	05/25/2005	05/25/2015	Common Stock	5,000			
Options (right to buy) \$ 14.5	04/23/2004	04/23/2014	Common Stock	5,000			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LLOYD I III 4550 GORDON DRIVE NAPLES, FL 34102	X			

Signatures

/s/ David J. Hoyt
Attorney-in-fact
Date: 04/24/2006

**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 reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Act 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. 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.