MILLER LLOYD I III
Form 4
February 08, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER LLOYD I III

(Last) (First) (Middle)

222 LAKEVIEW AVENUE, SUITE 160-365

(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/07/2012		S(1)		18,000	D	$ 33 (2)	304,249 (3)	I	By Milfam II L.P.
Common Stock	02/07/2012		S(1)		12,500	D	$ 33 (2)	218,448	D	
Common Stock	02/07/2012		S(1)		9,500	D	$ 33 (2)	159,398 (3)	I	By Trust A-4 - Lloyd I. Miller
Common Stock	02/07/2012		S(1)		5,500	D	$ 33 (2)	92,960 (3)	I	By Marli Miller Managed
	02/07/2012		S(1)		4,500	D		81,752 (3)	I	

Common Stock	$ 33 (2)				By Milgrat I (G7)
Common Stock		58,505 (3)	I		By Milgrat I (X7)
Common Stock		55,000 (3)	I		By Milfam I L.P.
Common Stock		1,000 (3)	I		By Lloyd I. Miller, custodian under Florida UGMA for Lloyd I. Miller, IV
Common Stock		1,000 (3)	I		By Lloyd I. Miller, custodian under Florida UGMA for Alexandra B. Miller
Common Stock		29,489 (3)	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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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)	Date Exercisable	Expiration Date	Title	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/ Paul N. Silverstein
Attorney-in-fact 02/08/2012

**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.

(2) The price in Column 4 is a weighted average price. The prices actually paid ranged from $32.95 to $33.05 per share. The reporting person 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.

(3) 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 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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