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PITNEY BOWES INC /DE/
Form 8-K
March 28, 2005

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

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

March 28, 2005 (March 22, 2005)
Date of Report (Date of earliest event reported)

Pitney Bowes Inc.
(Exact name of registrant as specified in its charter)

Delaware	1-3579	06-0495050
(State or other jurisdiction of incorporation or organization)	(Commission file number)	(I.R.S. Employer Identification No.)

World Headquarters
1 Elmcroft Road
Stamford, Connecticut 06926-0700
(Address of principal executive offices)

(203) 356-5000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01. OTHER EVENTS

On November 16, 2004, Pitney Bowes Inc. (the "Company") filed a registration statement on Form S-3 (No. 333-120525) (the "Registration Statement") with the Securities and Exchange Commission (the "Commission"), relating to the public offering, pursuant to Rule 415 under the Securities Act of 1933, as amended, of up to \$2,500,000,000 of debt securities, preferred stock, preference stock, common stock, purchase contracts, depository shares, warrants and units of the Company. On February 8, 2005, the Commission declared the Registration Statement, as amended by Amendment No. 1, effective. The Registration Statement and the definitive prospectus contained therein are collectively referred to as the "Prospectus". On March 21, 2005 the Company filed a supplement to the Prospectus, dated March 17, 2005 (the "Prospectus Supplement"), relating to the offering and sale of \$400,000,000 aggregate principal amount of 5% Notes due March 15, 2015 (the "Notes"). In connection with the filing of the Prospectus Supplement and the issuance of the Notes, the Company is filing an exhibit as part of this Form 8-K. See "Item 9.01. Financial Statements and Exhibits".

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

4(c) 5% Note due March 15, 2015.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Pitney Bowes Inc.

March 28, 2005

/s/ B.P. Nolop

B.P. Nolop
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)