

PITNEY BOWES INC /DE/

Form 4

February 06, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

EVP/Chief Legal & Compliance

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 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)
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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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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