

PITNEY BOWES INC /DE/

Form 424B2

March 04, 2009

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**Filed pursuant to Rule 424(b)(2)  
Registration No. 333-151753**

**CALCULATION OF REGISTRATION FEE**

	<b>Amount to be Registered</b>	<b>Price to Public</b>	<b>Maximum Aggregate Offering</b>	<b>Amount of Registration Fee</b>
6.25% Notes due 2019	\$300,000,000	99.821%	\$299,463,000	\$11,768.90

\* Calculated in accordance with Rule 457(r).

**Prospectus Supplement  
(To Prospectus Dated June 18, 2008)**

**\$300,000,000**

**6.25% Notes Due 2019**

Pitney Bowes will pay interest on the notes at a rate equal to 6.25% per year, and will pay such interest on March 15 and September 15, commencing September 15, 2009. The notes mature on March 15, 2019. However, Pitney Bowes may redeem the notes prior to their maturity at a redemption price described herein under the caption **Description of the Notes - Optional Redemption**. If a change of control triggering event occurs, unless we have exercised our option to redeem the notes, we will be required, subject to certain exceptions, to make an offer to each holder of notes to repurchase all or any part of that holder's notes for cash equal to 101% of the aggregate principal amount of notes to be repurchased plus accrued and unpaid interest, if any, on the notes to be repurchased, to the date of repurchase.

There is no sinking fund for the notes. The notes will be issued only in minimum denominations of \$2,000 or an integral multiple of U.S. \$1,000 in excess thereof. The notes will not be listed on any securities exchange.

The notes are our unsecured debt obligations and will rank equally with our other unsecured and unsubordinated debt from time to time outstanding.

**Investing in the notes involves risks. See **Risk Factors** in our Annual Report on Form 10-K for the year ended December 31, 2008.**

	<b>Per Note</b>	<b>Total Notes</b>
Public Offering Price	99.821%	\$ 299,463,000
Underwriting Discount	0.650%	