

Lipson Matthew A.
Form 4
January 18, 2018

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 *
Lipson Matthew A.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1990 E. GRAND AVE.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chief Legal Officer/ Secretary

EL SEGUNDO, CA 90245

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock	01/16/2018		M		11,826 A \$ 32.41	13,757	D
Common Stock	01/16/2018		S ⁽¹⁾		700 D \$ 185.7 ⁽²⁾	13,057	D
Common Stock	01/16/2018		S ⁽¹⁾		2,130 D \$ 187.13 ⁽³⁾	10,927	D
Common Stock	01/16/2018		S ⁽¹⁾		2,302 D \$ 187.9804 ⁽⁴⁾	8,625	D
Common Stock	01/16/2018		S ⁽¹⁾		1,359 D \$ 189.1107	7,266	D

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					(5)		
Common Stock	01/16/2018	S ⁽¹⁾	2,435	D	\$ 190.2413	4,831	D
Common Stock	01/16/2018	S ⁽¹⁾	1,000	D	\$ 191.185	3,831	D
Common Stock	01/16/2018	S ⁽¹⁾	1,000	D	\$ 192.515	2,831	D
Common Stock	01/16/2018	S ⁽¹⁾	400	D	\$ 192.9875	2,431	D
Common Stock	01/16/2018	S ⁽¹⁾	500	D	\$ 194.76	1,931	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
Stock Option (Common Stock)	\$ 32.41	01/16/2018		M	11,826	10/19/2014	09/19/2024	Common Stock	11,826

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lipson Matthew A. 1990 E. GRAND AVE. EL SEGUNDO, CA 90245			Chief Legal Officer/ Secretary	

Signatures

/s/ David M. Zlotchew, by Power of Attorney for Matthew A.
Lipson

01/18/2018

__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 prearranged trading plan compliant with Rule 10b5-1.
This sale price reflects a weighted average of multiple prices ranging from \$185.45 to \$186.25. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (3) This sale price reflects a weighted average of multiple prices ranging from \$186.55 to \$187.50. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (4) This sale price reflects a weighted average of multiple prices ranging from \$187.60 to \$188.45. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (5) This sale price reflects a weighted average of multiple prices ranging from \$188.65 to \$189.60. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (6) This sale price reflects a weighted average of multiple prices ranging from \$189.80 to \$190.75. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (7) This sale price reflects a weighted average of multiple prices ranging from \$190.95 to \$191.40. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (8) This sale price reflects a weighted average of multiple prices ranging from \$191.95 to \$192.8250. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (9) This sale price reflects a weighted average of multiple prices ranging from \$192.95 to \$193.00. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (10) This sale price reflects a weighted average of multiple prices ranging from \$194.50 to \$195.00. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

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.