

PITNEY BOWES INC /DE/
Form 4
February 06, 2013

FORM 4

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

OMB APPROVAL

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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 *
O MEARA VICKI A

(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)
02/05/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/Pres. PBMS & Gov & Postal

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/05/2013	02/05/2013	M	1,642 A \$ 0	15,307	D	
Common Stock	02/05/2013	02/05/2013	F	545 D \$ 13.295	14,762	D	
Common Stock	02/05/2013	02/05/2013	M	5,614 A \$ 0	20,376	D	
Common Stock	02/05/2013	02/05/2013	F	2,189 D \$ 13.295	18,187	D	
Common Stock	02/05/2013	02/05/2013	M	1,839 A \$ 0	20,026	D	

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Common Stock	02/05/2013	02/05/2013	F	610	D	\$ 13.295	19,416	D
Common Stock	02/05/2013	02/05/2013	M	2,158	A	\$ 0	21,574	D
Common Stock	02/05/2013	02/05/2013	F	716	D	\$ 13.295	20,858	D
Common Stock	02/05/2013	02/05/2013	M	3,044	A	\$ 0	23,902	D
Common Stock	02/05/2013	02/05/2013	F	1,010	D	\$ 13.295	22,892	D

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 (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)	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/05/2013		M	1,642	02/05/2013 02/05/2013	Common Stock	1,642
Restricted Stock Unit	\$ 0	02/05/2013		M	5,614	02/05/2013 02/05/2013	Common Stock	5,614
Restricted Stock Unit	\$ 0	02/05/2013		M	1,839	02/05/2013 ⁽¹⁾ 02/04/2014	Common Stock	1,839
Restricted Stock Unit	\$ 0	02/05/2013		M	2,158	02/05/2013 ⁽²⁾ 02/03/2015	Common Stock	2,158
Restricted Stock Unit	\$ 0	02/05/2013		M	3,044	02/05/2013 ⁽³⁾ 02/02/2016	Common Stock	3,044

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O MEARA VICKI A ONE ELMCROFT ROAD STAMFORD, CT 06926			EVP/Pres. PBMS & Gov & Postal	

Signatures

Jean Jacob - POA for Vicki O'Meara	02/06/2013
<u> </u> **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 has vested leaving 1,839 shares yet to vest on 2/4/2014.
 - (2) The second of four vesting tranches has vested leaving 2,157 shares to vest on 2/4/2014 and 2,158 to vest on 2/3/2015.
 - (3) The first of four vesting tranches has vested leaving 3,044 shares to vest on 2/4/2014, 3,043 to vest on 2/3/2015 and 3,044 to vest on 2/2/2016.

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.