

STAMPS.COM INC
Form 4
October 31, 2006

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 *
WEISBERG SETH

(Last) (First) (Middle)

12959 CORAL TREE PLACE

(Street)

LOS ANGELES, CA 90066

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2006

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)
V.P., General Counsel / Secretary

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 Ownership (Instr. 4)
			Code	V	Amount or Price (D)		
Common Stock	10/27/2006		M		3,929 A \$ 8.78		D
Common Stock	10/27/2006		M		1 A \$ 4.26		D
Common Stock	10/27/2006		M		4,000 A \$ 3.78		D
Common Stock	10/27/2006		M		15,668 A \$ 7.08		D
Common Stock	10/27/2006		M		3,979 A \$ 9.82		D

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Common Stock)	\$ 8.78	10/27/2006		M	3,929	06/21/1999 ⁽¹⁾ 06/21/2009	Common Stock	3,929
Stock Option (Common Stock)	\$ 4.26	10/27/2006		M	1	10/20/2000 ⁽²⁾ 10/20/2010	Common Stock	1
Stock Option (Common Stock)	\$ 3.78	10/27/2006		M	4,000	03/29/2001 ⁽³⁾ 03/29/2011	Common Stock	4,000
Stock Option (Common Stock)	\$ 7.08	10/27/2006		M	15,668	05/02/2002 ⁽⁴⁾ 05/02/2012	Common Stock	15,668
Stock Option (Common Stock)	\$ 9.82	10/27/2006		M	3,979	10/27/2003 ⁽⁵⁾ 10/27/2013	Common Stock	3,979

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISBERG SETH 12959 CORAL TREE PLACE			V.P., General Counsel	Secretary

LOS ANGELES, CA 90066

Signatures

/s/ Matthew A. Lipson, by Power of Attorney for Seth D.
Weisberg

10/31/2006

__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 option becomes exercisable in equal installments over 36 months. The first vesting date is July 21, 1999.
- (2) This option becomes exercisable in equal installments over 36 months. The first vesting date is November 20, 2000.
- (3) This option becomes exercisable in equal installments over 36 months. The first vesting date is April 29, 2001.
- (4) This option becomes exercisable in equal installments over 36 months. The first vesting date is June 2, 2002.
- (5) This option becomes exercisable in equal installments over 36 months. The first vesting date is November 27, 2003.

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.