

PITNEY BOWES INC /DE/
Form 4
October 01, 2013

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 *

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)

09/30/2013

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) Price			
Common Stock	09/30/2013	09/30/2013	M	1,839 A \$ 0	24,731	D	
Common Stock	09/30/2013	09/30/2013	F	895 D \$ 18.155	23,836	D	
Common Stock	09/30/2013	09/30/2013	M	4,248 A \$ 0	28,084	D	
Common Stock	09/30/2013	09/30/2013	F	2,067 D \$ 18.155	26,017	D	
Common Stock	09/30/2013	09/30/2013	M	4,315 A \$ 0	30,332	D	

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Common Stock	09/30/2013	09/30/2013	F	2,100	D	\$ 18.155	28,232	D
Common Stock	09/30/2013	09/30/2013	M	9,131	A	\$ 0	37,363	D
Common Stock	09/30/2013	09/30/2013	F	4,443	D	\$ 18.155	32,920	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0	09/30/2013		M	1,839	09/30/2013 ⁽¹⁾	02/07/2020	Common Stock	1,839
Restricted Stock Units	\$ 0	09/30/2013		M	4,248	09/30/2013 ⁽²⁾	11/07/2020	Common Stock	4,248
Restricted Stock Units	\$ 0	09/30/2013		M	4,315	09/30/2013 ⁽³⁾	02/13/2021	Common Stock	4,315
Restricted Stock Units	\$ 0	09/30/2013		M	9,131	09/30/2013 ⁽⁴⁾	02/12/2022	Common Stock	9,131

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

09/30/2013

__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) All of the remaining outstanding restricted stock units previously granted to the reporting person on February 8, 2010 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business, and such vested restricted stock units settled for shares of the Company common stock.

(2) All of the remaining outstanding restricted stock units previously granted to the reporting person on November 8, 2010 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business, and such vested restricted stock units settled for shares of the Company common stock.

(3) All of the remaining outstanding restricted stock units previously granted to the reporting person on February 14, 2011 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business and such vested restricted stock units settled for shares of the Company common stock.

(4) All of the remaining outstanding restricted stock units previously granted to the reporting person on February 13, 2012 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business and such vested restricted stock units settled for shares of the Company common stock.

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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