

BORTNAK JAMES
Form 4/A
June 08, 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 *
BORTNAK JAMES

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

12959 CORAL TREE PLACE

05/30/2006

V.P., Sales and Marketing

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/31/2006

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

LOS ANGELES, CA 90066

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 05/30/2006 | | M ⁽¹⁾ | | 4,583 | A | \$ 9.02 |
| Common Stock | 05/30/2006 | | M ⁽¹⁾ | | 15,417 | A | \$ 17.5 |
| Common Stock | 05/30/2006 | | S ⁽²⁾ | | 20,000 | D | \$ 31.4 |
| | | | | | | | (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | \$ 9.02 | 05/30/2006 | | M ⁽¹⁾ | 4,583 | 10/27/2003 ⁽⁴⁾ 10/27/2013 | Common Stock | 4,583 |
| Stock Option (Common Stock) | \$ 17.5 | 05/30/2006 | | M ⁽¹⁾ | 15,417 | 11/03/2004 ⁽⁵⁾ 11/03/2014 | Common Stock | 15,417 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BORTNAK JAMES 12959 CORAL TREE PLACE LOS ANGELES, CA 90066 | | | V.P., Sales and Marketing | |

Signatures

/s/ Matthew A. Lipson, by Power of Attorney for James Bortnak 06/08/2006

__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 exercise was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.

(2) This sale was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.

(3) Due to a brokerage firm error in executing the reporting person's prearranged trading plan, the exercise and sale were incorrectly executed on the date and at the price previously reported and again reported in this filing. The brokerage firm has agreed to pay the difference as needed to treat the transaction as if the shares were sold at the correct price of \$32.26 on the correct date of June 2, pursuant to the plan, if it had been properly executed.

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- (4) This option becomes exercisable in equal installments over 36 months. The first vesting date is November 27, 2003.
- (5) This option becomes exercisable in equal installments over 36 months. The first vesting date is December 3, 2004.

Remarks:

All transactions reported on this form were executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.

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.