

DOUGLAS KEVIN  
Form 4/A  
November 20, 2009

**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 \*  
DOUGLAS KEVIN

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)  
125 E. SIR FRANCIS DRAKE  
BLVD., STE 400,  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/06/2009

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
Member of 13(d)(3) group

LARKSPUR, CA 94939

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/10/2009

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 (A) or (D) Price			
Common Stock	11/06/2009		S	2,800 D \$ 9.8154	601,692	D (1) (2)	By James Douglas and Jean Douglas Irrevocable Trust
Common Stock	11/06/2009		S	2,309 D \$ 9.8154	521,108	I (2) (3)	By The Douglas Family Trust
Common Stock	11/06/2009		S	1,190 D \$ 9.8154	546,601	I (2) (4)	

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Common Stock	11/06/2009	S	700	D	\$ 9.8154	32,050	I (2) (5)	By James E. Douglas III
Common Stock	11/09/2009	S	2,100	D	\$ 10.008	599,592	D (1) (2)	
Common Stock	11/09/2009	S	1,860	D	\$ 10.008	519,248	I (2) (3)	By James Douglas and Jean Douglas Irrevocable Descendants? Trust
Common Stock	11/09/2009	S	1,920	D	\$ 10.008	544,681	I (2) (4)	By The Douglas Family Trust
Common Stock	11/09/2009	S	120	D	\$ 10.008	31,930	I (2) (5)	By James E. Douglas III

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

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SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer Other
DOUGLAS KEVIN 125 E. SIR FRANCIS DRAKE BLVD., STE 400			Member of 13(d)(3) group

LARKSPUR, CA 94939

JAMES & JEAN DOUGLAS IRREVOCABLE  
DESCENDANTS TRUST  
1101 FIFTH AVE  
SUITE 360  
SAN RAFAEL, CA 94901

Member of 13(d)(3)  
group

DOUGLAS JAMES E III  
1101 FIFTH AVE  
SUITE 360  
SAN RAFAEL, CA 94901

Member of 13(d)(3)  
group

DOUGLAS FAMILY TRUST  
1101 FIFTH AVE  
SUITE 360  
SAN RAFAEL, CA 94901

Member of 13(d)(3)  
group

## Signatures

KEVIN DOUGLAS, By: /s/ Tim McGaw, attorney in fact

11/20/2009

\_\_Signature of Reporting Person

Date

JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE DESCENDANTS? TRUST,  
By: /s/ Tim McGaw, attorney in fact

11/20/2009

\_\_Signature of Reporting Person

Date

JAMES E. DOUGLAS III, By: /s/ Tim McGaw, attorney in fact

11/20/2009

\_\_Signature of Reporting Person

Date

DOUGLAS FAMILY TRUST, By: /s/ Tim McGaw, attorney in fact

11/20/2009

\_\_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) These shares are held directly and jointly by Kevin Douglas and his wife, Michelle Douglas.

Each of the reporting persons hereunder (individually, a 'Reporting Person' and, collectively, the 'Reporting Persons') may be deemed a member of a 'group' within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the 'Exchange Act'), or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons. Although the Reporting Persons are reporting such securities as if they were members of a 'group,' the filing of this Form 4 shall not be deemed an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

(3) These shares are held directly by the James Douglas and Jean Douglas Irrevocable Descendants' Trust and indirectly by Kevin Douglas. Kevin Douglas and Michelle Douglas, husband and wife, are each a co-trustee of the James Douglas and Jean Douglas Irrevocable Descendants' Trust.

(4) These shares are held directly by the Douglas Family Trust and indirectly by Kevin Douglas. James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are each a co-trustee of the Douglas Family Trust.

(5) These shares are held directly by James E. Douglas, III and indirectly by Kevin Douglas.

**Remarks:**

This amendment to the Form 4 originally filed by the Reporting Persons on November 10, 2009 adjusts the allocation of securities disposed of and held by the Reporting Persons (Table I, Columns 4 and 5) on November 9, 2009 to correctly reflect the securities the Reporting Persons disposed of and held directly and indirectly. The aggregate number of securities disposed of and held by the Reporting Persons remains the same.

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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