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PITNEY BOWES INC /DE/
Form 8-K
August 13, 2002

United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549-1004

FORM 8 - K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 13, 2002

PITNEY BOWES INC.

Commission File Number: 1-3579

State of Incorporation
Delaware

IRS Employer Identification No.
06-0495050

World Headquarters
Stamford, Connecticut 06926-0700
Telephone Number: (203) 356-5000

Item 7 - Financial Statements and Exhibits.

c. Exhibits.

The following exhibits are furnished in accordance with the provisions of Item 601 of Regulation S-K:

Exhibit	Description
99.1	Statement Under Oath of the Principal Executive Officer dated August 13, 2002, Regarding Facts and Circumstances Relating to Exchange Act Filings.
99.2	Statement Under Oath of the Principal Financial Officer dated August 13, 2002, Regarding Facts and Circumstances Relating to Exchange Act Filings.

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Item 9 - Regulation FD Disclosure.

Attached and incorporated herein by reference as Exhibit 99.1 and 99.2, respectively, are copies of Statements Under Oath, dated August 13, 2002, of the Principal Executive Officer and the Principal Financial Officer of Pitney Bowes Inc. regarding facts and circumstances relating to Exchange Act Filings.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PITNEY BOWES INC.

August 13, 2002

/s/ B.P. Nolop

B. P. Nolop
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

/s/ A.F. Henock

A. F. Henock
Vice President - Finance
(Principal Accounting Officer)

Index to Exhibits

Exhibit No.

- | | |
|------|--|
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Exhibit 99.1

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER REGARDING FACTS
AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Michael J. Critelli, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Pitney Bowes Inc. and, except as corrected or supplemented in a subsequent covered report:
 - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - o The 2001 Annual Report on Form 10-K of Pitney Bowes Inc.;
 - o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Pitney Bowes Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - o any amendments to any of the foregoing.

/s/ Michael J. Critelli

Michael J. Critelli
Chairman and Chief Executive Officer
(Principal Executive Officer)
August 13, 2002

Subscribed and sworn to
before me this 13th day
of August 2002.

/s/ Mary E. Burke

Notary Public
My Commission Expires:

Feb. 28, 2007

Exhibit 99.2

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS
AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Bruce P. Nolop, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Pitney Bowes Inc. and, except as corrected or supplemented in a subsequent covered report:
 - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - o The 2001 Annual Report on Form 10-K of Pitney Bowes Inc.;
 - o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Pitney Bowes Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - o any amendments to any of the foregoing.

/s/ Bruce P. Nolop

Bruce P. Nolop
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)
August 13, 2002

Subscribed and sworn to
before me this 13th day
of August 2002.

/s/ Mary E. Burke

Notary Public
My Commission Expires:

Feb. 28, 2007
