

PITNEY BOWES INC /DE/

Form 4

February 06, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Green Steven J

(Last) (First) (Middle)

WORLD HEADQUARTERS 1
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)
02/04/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP Finance & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/04/2014		M	752 A	\$ 0 20,975.3999	D	
Common Stock	02/04/2014		F	306 D	\$ 24.74 20,669.3999	D	
Common Stock	02/04/2014		M	1,820 A	\$ 0 22,489.3999	D	
Common Stock	02/04/2014		F	770 D	\$ 24.74 21,719.3999	D	
Common Stock	02/04/2014		M	1,184 A	\$ 0 22,903.3999	D	

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Common Stock	02/04/2014	F	501	D	\$ 24.74	22,402.3999	D	
Common Stock	02/04/2014	M	621	A	\$ 0	23,023.3999	D	
Common Stock	02/04/2014	F	224	D	\$ 24.74	22,799.3999	D	
Common Stock						7,584.5056	I	By 401(k) plan
Common Stock						659	I	Owned by Spouse

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/04/2014		M		752		02/04/2014	02/04/2014	Common Stock	752
Restricted Stock Unit	\$ 0	02/04/2014		M		621		02/04/2014 ⁽¹⁾	02/03/2015	Common Stock	621
Restricted Stock Unit	\$ 0	02/04/2014		M		1,184		02/04/2014 ⁽²⁾	02/02/2016	Common Stock	1,184
Restricted Stock Unit	\$ 0	02/04/2014		M		1,820		02/04/2014 ⁽³⁾	02/07/2017	Common Stock	1,820

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Green Steven J
WORLD HEADQUARTERS 1 ELMCROFT ROAD
STAMFORD, CT 06926

VP
Finance &
CAO

Signatures

Richard Martorana - POA for Steven J
Green

02/05/2014

__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) The third of four vesting tranches vested, leaving 621 shares to vest on 2/3/2015.
- (2) The second of four vesting tranches vested, leaving 1,183 shares to vest on 2/3/2015 and 1,184 to vest on 2/2/2016.
- (3) The first of four vesting tranches vested, leaving 1,819 shares to vest on 2/3/2015, 1,820 to vest on 2/2/2016 and 1,819 to vest on 2/7/2017.

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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