

STAMPS.COM INC
 Form 4
 October 26, 2005

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 *
STABLES RICHARD

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)
12959 CORAL TREE PLACE

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2005

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

Vice President, IT

(Street)
LOS ANGELES, CA 90066

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ 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 | 10/24/2005 | | M | | 7,000 | A | \$ 4.26 18,059 |
| Common Stock | 10/24/2005 | | M | | 4,392 | A | \$ 4.26 22,451 |
| Common Stock | 10/24/2005 | | M | | 9,578 | A | \$ 3.78 32,029 |
| Common Stock | 10/24/2005 | | M | | 5,000 | A | \$ 6.34 37,029 |
| Common Stock | 10/24/2005 | | M | | 12,728 | A | \$ 7.08 49,757 |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|------------------|---------|---|
| Common Stock | 10/24/2005 | | M | 27,773 | A | \$ 7.08 | 77,530 | D |
| Common Stock | 10/24/2005 | | M | 1,249 | A | \$ 9.82 | 78,779 | D |
| Common Stock | 10/24/2005 | | M | 1,944 | A | \$ 9.82 | 80,723 | D |
| Common Stock | 10/24/2005 | | M | 18,762 | A | \$ 17.5 | 99,485 | D |
| Common Stock | 10/24/2005 | | M | 1,238 | A | \$ 17.5 | 100,723 | D |
| Common Stock | 10/24/2005 | | S | 89,664 | D | \$ <u>(1)</u> | 11,059 | D |

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 displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Nu of 3 |
| Stock Option (Common Stock) | \$ 4.26 | 10/24/2005 | | M | 7,000 | 10/20/2000 ⁽²⁾ | 10/20/2010 | Common Stock | 7 |
| Stock Option (Common Stock) | \$ 4.26 | 10/24/2005 | | M | 4,392 | 10/20/2000 ⁽²⁾⁽³⁾ | 10/27/2010 | Common Stock | 4 |
| Stock Option (Common Stock) | \$ 3.78 | 10/24/2005 | | M | 9,578 | 03/29/2001 ⁽⁴⁾ | 03/29/2011 | Common Stock | 9 |

| | | | | | | | | |
|-----------------------------|---------|------------|---|--------|---------------------------|------------|--------------|----|
| Stock Option (Common Stock) | \$ 6.34 | 10/24/2005 | M | 5,000 | 02/01/2002 ⁽⁵⁾ | 02/01/2012 | Common Stock | 5 |
| Stock Option (Common Stock) | \$ 7.08 | 10/24/2005 | M | 12,728 | 05/02/2002 ⁽⁶⁾ | 05/02/2012 | Common Stock | 12 |
| Stock Option (Common Stock) | \$ 7.08 | 10/24/2005 | M | 27,773 | 05/02/2002 ⁽⁶⁾ | 05/02/2012 | Common Stock | 27 |
| Stock Option (Common Stock) | \$ 9.82 | 10/24/2005 | M | 1,249 | 10/27/2003 ⁽²⁾ | 10/27/2013 | Common Stock | 1 |
| Stock Option (Common Stock) | \$ 9.82 | 10/24/2005 | M | 1,944 | 10/27/2003 ⁽²⁾ | 10/27/2013 | Common Stock | 1 |
| Stock Option (Common Stock) | \$ 17.5 | 10/24/2005 | M | 18,762 | 11/03/2004 ⁽¹⁾ | 11/03/2014 | Common Stock | 18 |
| Stock Option (Common Stock) | \$ 17.5 | 10/24/2005 | M | 1,238 | 11/03/2004 ⁽¹⁾ | 11/03/2014 | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STABLES RICHARD 12959 CORAL TREE PLACE LOS ANGELES, CA 90066 | | | Vice President, IT | |

Signatures

/s/ Matthew A. Lipson, by Power of Attorney for Richard Stables. 10/26/2005

__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 price represents an average sale price for the shares. The actual sale price was between \$19.12 and \$19.58.
- (2) This option becomes exercisable in equal installments over 36 months. The first vesting date is November 27, 2003.
- (3) This option becomes exercisable in equal installments over 36 months. The first vesting date is November 27, 2003.
- (4) This option becomes exercisable in equal installments over 36 months. The first vesting date is April 29, 2001.
- (5) This option becomes exercisable in equal installments over 36 months. The first vesting date is March 1, 2002.
- (6) This option becomes exercisable in equal installments over 36 months. The first vesting date is June 2, 2002.

Remarks:

This reporting person is no longer a Section 16 Officer of Stamps.com following the officer's departure from Stamps.com on S

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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