

PITNEY BOWES INC /DE/
Form 4
February 06, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MARTIN MURRAY D

(Last) (First) (Middle)
ONE 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)
02/05/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/05/2013	02/05/2013	M		11,995	A	\$ 0
Common Stock	02/05/2013	02/05/2013	F		4,085	D	\$ 13.295
Common Stock	02/05/2013	02/05/2013	M		13,439	A	\$ 0
Common Stock	02/05/2013	02/05/2013	F		4,576	D	\$ 13.295
Common Stock	02/05/2013	02/05/2013	M		11,387	A	\$ 0

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Common Stock	02/05/2013	02/05/2013	F	3,878	D	\$ 13.295	161,223.0936	D	
Common Stock	02/05/2013	02/05/2013	M	17,756	A	\$ 0	178,979.0936	D	
Common Stock	02/05/2013	02/05/2013	F	6,045	D	\$ 13.295	172,934.0936	D	
Common Stock							1,018.6054	I	By 401(k)plan
Common Stock							38,560	I	By GRAT

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/05/2013		M	11,995	02/05/2013	02/05/2013	Common Stock	11,995
Restricted Stock Unit	\$ 0	02/05/2013		M	13,439	02/05/2013 ⁽¹⁾	02/04/2014	Common Stock	13,439
Restricted Stock Unit	\$ 0	02/05/2013		M	11,387	02/05/2013 ⁽²⁾	02/03/2015	Common Stock	11,387
Restricted Stock Unit	\$ 0	02/05/2013		M	17,756	02/05/2013 ⁽³⁾	02/02/2016	Common Stock	17,756

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Executive Vice President

MARTIN MURRAY D
ONE ELMCROFT ROAD
STAMFORD, CT 06926

Signatures

Jean Jacob - POA for Murray
Martin

02/06/2013

__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 has vested leaving 13,439 shares yet to vest on 2/4/2014.
- (2) The second of four vesting tranches has vested leaving 11,388 shares to vest on 2/4/2014 and 11,387 to vest on 2/3/2015.
- (3) The first of four vesting tranches has vested leaving 17,756 shares to vest on 2/4/2014, 17,755 to vest on 2/3/2015 and 17,756 to vest on 2/2/2016.

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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