

STAMPS.COM INC  
Form 4  
April 24, 2006

**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 \*  
MILLER LLOYD I III

(Last) (First) (Middle)

4550 GORDON DRIVE

(Street)

NAPLES, FL 34102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STAMPS.COM INC [STMP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/20/2006

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 04/20/2006                           |  | S <sup>(1)</sup>               | 34,545 D  | \$ 38.3981 277,794 <sup>(2)</sup>   | I  | Trust A-4 - Lloyd I. Miller                           |
| Common Stock                    | 04/21/2006                           |  | S <sup>(1)</sup>               | 19,500 D  | \$ 38.81 258,294 <sup>(2)</sup>   | I  | Trust A-4 - Lloyd I. Miller                           |
| Common Stock                    |                                      |  |                                |   | 187,266 <sup>(2)</sup>  | I  | Trust C - Lloyd I. Miller                             |
| Common Stock                    |                                      |  |                                |   | 208,400   | D  |   |

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|              |  |                        |   |   |
|--------------|--|------------------------|---|---|
| Common Stock |  | 55,000 <sup>(2)</sup>  | I | By Milfam I L.P.  |
| Common Stock |  | 456,630 <sup>(2)</sup> | I | By Milfam II L.P.   |
| Common Stock |  | 1,000 <sup>(2)</sup>   | I | By Lloyd I. Miller, III, custodian under Florida UGMA for Lloyd I. Miller, IV |
| Common Stock |  | 1,000 <sup>(2)</sup>   | I | By Lloyd I. Miller, III, custodian under Florida UGMA for Alexandra B. Miller |
| Common Stock |  | 500 <sup>(2)</sup>     | I | By Kimberly S. Miller   |
| Common Stock |  | 150,633 <sup>(2)</sup> | I | By Marli Miller Managed   |

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 Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

|                                 | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Code |     |     |
|---------------------------------|------------------|-----------------|--------------|----------------------------|------|-----|-----|
|                                 |                  |                 |              |                            | V    | (A) | (D) |
| Options (right to buy) \$ 20.69 | 05/25/2005       | 05/25/2015      | Common Stock | 5,000                      |      |     |     |
| Options (right to buy) \$ 14.5  | 04/23/2004       | 04/23/2014      | Common Stock | 5,000                      |      |     |     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MILLER LLOYD I III<br>4550 GORDON DRIVE<br>NAPLES, FL 34102 | X             |           |         |       |

## Signatures

/s/ David J. Hoyt  
Attorney-in-fact

04/24/2006

\_\_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 sale was executed pursuant to a pre-arranged trading plan compliant with Rule 10b5-1.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing (2) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any equity securities covered by this filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.