

PITNEY BOWES INC /DE/
Form 4
February 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
TORSONE JOHNNA G

(Last) (First) (Middle)
3001 SUMMER STREET
(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)
02/03/2015

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)
EVP/Chief HR Officer

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	02/03/2015		M		1,318	A	\$ 0
Common Stock	02/03/2015		F		449	D	\$ 22.57
Common Stock	02/03/2015		M		1,927	A	\$ 0
Common Stock	02/03/2015		F		657	D	\$ 22.57
Common Stock	02/03/2015		M		4,115	A	\$ 0

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Common Stock	02/03/2015	F	1,402	D	\$ 22.57	43,110	D	
Common Stock	02/03/2015	M	2,273	A	\$ 0	45,383	D	
Common Stock	02/03/2015	F	774	D	\$ 22.75	44,609	D	
Common Stock	02/03/2015	M	11,218	A	\$ 0	55,827	D	
Common Stock	02/03/2015	F	3,975	D	\$ 22.75	51,852	D	
Common Stock						800.3437	I	By 401(k)plan
Common Stock						7,000	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	02/03/2015		M	1,318	02/03/2015 ⁽¹⁾	⁽¹⁾	Common Stock	1,318
Restricted Stock Unit	\$ 0	02/03/2015		M	1,927	02/03/2015 ⁽²⁾	⁽²⁾	Common Stock	1,927
Restricted Stock Unit	\$ 0	02/03/2015		M	4,115	02/03/2015 ⁽³⁾	⁽³⁾	Common Stock	4,115
Restricted Stock Unit	\$ 0	02/03/2015		M	2,273	02/03/2015 ⁽⁴⁾	⁽⁴⁾	Common Stock	2,273
Market Stock Unit	\$ 0	02/03/2015		M	11,218	02/03/2015 ⁽⁵⁾	⁽⁵⁾	Common Stock	11,218

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TORSONE JOHNNA G 3001 SUMMER STREET STAMFORD, CT 06926			EVP/Chief HR Officer	

Signatures

Laurie Bellocchio - POA for Johnna
Torsone

02/05/2015

 **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 1,318 shares yet to vest on 2/3/2015.
- (2) The second of four vesting tranches vested, leaving 1,927 shares to vest on 2/3/2015 and 1,928 to vest on 2/2/2016.
- (3) The first of four vesting tranches vested, leaving 4,115 shares to vest on 2/3/2015, 4,116 to vest on 2/2/2016 and 4,115 to vest on 2/7/2017.
- (4) The first of three vesting tranches vested leaving 2,273 shares to vest on 2/2/2016 and 2,275 shares to vest on 2/7/2017.
- (5) The MSUs were granted on 2/13/2012 and have a three year cliff vesting.

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.