

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

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 *
Wright Mark F

(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)
Exec VP & Pres. Dig. Com. Sol

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	5,252 A \$ 0	36,919.5727	D	
Common Stock	02/03/2015		F	1,437 D \$ 22.57	35,482.5727	D	
Common Stock	02/03/2015		M	7,978 A \$ 0	43,460.5727	D	
Common Stock	02/03/2015		F	2,330 D \$ 22.57	41,130.5727	D	
Common Stock	02/03/2015		M	2,991 A \$ 0	44,121.5727	D	

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Common Stock 02/03/2015 F 819 D \$ 22.57 43,302.5727 D

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/03/2015		M	5,252	02/03/2015 ⁽¹⁾ ⁽¹⁾	Common Stock	5,252
Restricted Stock Unit	\$ 0	02/03/2015		M	7,978	02/03/2015 ⁽²⁾ ⁽²⁾	Common Stock	7,978
Restricted Stock Unit	\$ 0	02/03/2015		M	2,991	02/03/2015 ⁽³⁾ ⁽³⁾	Common Stock	2,991

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wright Mark F 3001 SUMMER STREET STAMFORD, CT 06926			Exec VP & Pres. Dig. Com. Sol	

Signatures

Laurie Bellocchio - POA Mark F. Wright 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 second of four vesting tranches vested, leaving 5,252 shares to vest on 2/2/2016 and 5,252 shares to vest on 2/7/2017.

(2) The RSUs were granted on 2/10/2014 and have a one year cliff vesting.

(3) The first of three vesting tranches vested, leaving 2,991 shares to vest on 2/2/2016 and 2,993 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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