

Goldstein Daniel J  
 Form 4  
 February 06, 2013

**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 \*  
 Goldstein Daniel J

(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)  
 EVP/Chief Legal & Compliance

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/05/2013	02/05/2013	M	4,639	A \$ 0	10,532.0689	D
Common Stock	02/05/2013	02/05/2013	F	1,961	D \$ 13.295	8,571.0689	D
Common Stock	02/05/2013	02/05/2013	M	1,318	A \$ 0	9,889.0689	D
Common Stock	02/05/2013	02/05/2013	F	476	D \$ 13.295	9,413.0689	D
Common Stock	02/05/2013	02/05/2013	M	2,198	A \$ 0	11,611.0689	D

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Common Stock 02/05/2013 02/05/2013 F 850 D \$ 13.295 10,761.0689 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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	02/05/2013		M	4,639	02/05/2013 <sup>(1)</sup> 02/04/2014	Common Stock	4,639
Restricted Stock Unit	\$ 0	02/05/2013		M	1,318	02/05/2013 <sup>(2)</sup> 02/03/2015	Common Stock	1,318
Restricted Stock Unit	\$ 0	02/05/2013		M	2,198	02/05/2013 <sup>(3)</sup> 02/02/2016	Common Stock	2,198

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldstein Daniel J ONE ELMCROFT ROAD STAMFORD, CT 06926			EVP/Chief Legal & Compliance	

## Signatures

Jean Jacob - POA for Daniel Goldstein 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 second of three vesting tranches has vested leaving 4,638 shares yet to vest on 2/4/2014.

(2) The second of four vesting tranches has vested leaving 1,319 shares to vest on 2/4/2014 and 1,318 to vest on 2/3/2015.

(3) The first of four vesting tranches has vested leaving 2,199 shares to vest on 2/4/2014, 2,198 to vest on 2/3/2015 and 2,198 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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