STAMPS.COM INC

Form 4

September 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BORTNAK JAMES (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol STAMPS.COM INC [STMP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			3. Date of Earliest Transaction			
12959 CORAL TREE PLACE		LACE	(Month/Day/Year) 08/31/2005	Director 10% Owner Officer (give title Other (specify below) V.P., Sales and Marketing		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LOS ANGEI	LES, CA 90	066	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit DID Dispos (Instr. 3, 4)	ed of	` ′	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	08/31/2005		M	834	A	\$ 6.12	13,434	D	
Common Stock	08/31/2005		M	9,376	A	\$ 7.08	22,810	D	
Common Stock	08/31/2005		M	2,476	A	\$ 7.08	25,286	D	
Common Stock	08/31/2005		S	20,686	D	\$ 17.1032	4,600	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. Transactic Code (Instr. 8)	5. Number ction Derivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		tive Expiration Date (Month/Day/Year) of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Stock Option (Common Stock)	\$ 6.12	08/31/2005		M		834	07/19/2002(1)	07/19/2012	Common Stock	834
Stock Option (Common Stock)	\$ 7.08	08/31/2005		M	9	9,376	05/02/2002(2)	05/02/2012	Common Stock	9,376
Stock Option (Common Stock)	\$ 7.08	08/31/2005		M	2	2,476	05/02/2002(2)	05/02/2012	Common Stock	2,476

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

BORTNAK JAMES 12959 CORAL TREE PLACE LOS ANGELES, CA 90066

V.P., Sales and Marketing

Signatures

/s/ Matthew A. Lipson, by Power of Attorney for James
Bortnak
09/06/2005

**Signature of Reporting Person Date

Reporting Owners 2

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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 option becomes exercisable in equal installments over 36 months. The first vesting date is August 19, 2002.
- (2) This option becomes exercisable in equal installments over 36 months. The first vesting date is June 2, 2002.

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.