

HARPER JAMES A

Form 4

March 01, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARPER JAMES A

(Last) (First) (Middle)

12959 CORAL TREE PLACE

(Street)

LOS ANGELES, CA 90066

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2007

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)
Chief Accounting Officer / Vice President of
Finance

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 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	02/28/2007		M	10,000 A \$ 4.36	11,813	D	
Common Stock	02/28/2007		M	1,500 A \$ 3.78	13,313	D	
Common Stock	02/28/2007		M	5,000 A \$ 6.78	18,313	D	
Common Stock	02/28/2007		M	10,000 A \$ 9.82	28,313	D	
Common Stock	02/28/2007		S	26,500 D \$ 1,813		D	
				(1) 15.53			

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(2)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Common Stock)	\$ 4.36	02/28/2007		M	10,000	02/01/2001 ⁽³⁾ 02/01/2011	Common Stock 10,000
Stock Option (Common Stock)	\$ 3.78	02/28/2007		M	1,500	03/29/2001 ⁽⁴⁾ 03/29/2011	Common Stock 1,500
Stock Option (Common Stock)	\$ 6.78	02/28/2007		M	5,000	06/03/2002 ⁽⁴⁾ 06/03/2012	Common Stock 5,000
Stock Option (Common Stock)	\$ 9.82	02/28/2007		M	10,000	10/27/2003 ⁽⁴⁾ 10/27/2003	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HARPER JAMES A 12959 CORAL TREE PLACE LOS ANGELES, CA 90066	Chief Accounting Officer Vice President of Finance

Signatures

/s/ Matthew A. Lipson, by Power of Attorney for James A.
Harper

03/01/2007

__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 prearranged trading plan compliant with Rule 10b5-1.
- (2) This price represents an average sale price for the shares. The actual sale price was between \$15.65 and \$15.52.
- (3) This option vested over a four year period, with one-fourth vesting after the first year and the remaining vesting monthly.
- (4) This option vests monthly in equal parts over a three year period.

Remarks:

All transactions reported on this form were executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.

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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