

HARPER JAMES A
Form 4
March 01, 2007

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 *
HARPER JAMES A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12959 CORAL TREE PLACE

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

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
Chief Accounting Officer / Vice President of Finance

(Street)
LOS ANGELES, CA 90066

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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

(2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | 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.

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.