

PITNEY BOWES INC /DE/
Form 4
February 07, 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 *
MARTIN MURRAY D

(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)
02/06/2013

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)

Executive Vice President

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	02/06/2013		M		13,439	A	\$ 0
Common Stock	02/06/2013		F		6,539	D	\$ 13.625
Common Stock	02/06/2013		M		22,775	A	\$ 0
Common Stock	02/06/2013		F		11,081	D	\$ 13.625
Common Stock	02/06/2013		M		53,267	A	\$ 0
Common Stock	02/06/2013		F		22,975	D	

Common Stock	\$					
	13.625					
Common Stock		1,018.6054	I		By 401(k) plan	
Common Stock		7,360	I		By GRAT	

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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit	\$ 0	02/06/2013		M	13,439	02/06/2013 ⁽¹⁾	02/04/2014	Common Stock	13,439
Restricted Stock Unit	\$ 0	02/06/2013		M	22,775	02/06/2013 ⁽²⁾	02/03/2015	Common Stock	22,775
Restricted Stock Unit	\$ 0	02/06/2013		M	53,267	02/06/2013 ⁽³⁾	02/02/2016	Common Stock	53,267

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARTIN MURRAY D ONE ELMCROFT ROAD STAMFORD, CT 06926	Executive Vice President

Signatures

Jean Jacob - POA for Murray
Martin

02/07/2013

__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) All of the remaining outstanding restricted stock units previously granted to the reporting person on Feb 8, 2010 vested in connection the reporting person's retirement as an officer of the Company and such vested restricted stock units settled for shares of the Company's common stock.

(2) All of the remaining outstanding restricted stock units previously granted to the reporting person on Feb 14, 2011 vested in connection the reporting person's retirement as an officer of the Company and such vested restricted stock units settled for shares of the Company's common stock.

(3) All of the remaining outstanding restricted stock units previously granted to the reporting person on Feb 13, 2012 vested in connection the reporting person's retirement as an officer of the Company and such vested restricted stock units settled for shares of the Company's common stock.

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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