

TORSONE JOHNNA G
Form 4
February 14, 2019

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 *
TORSONE JOHNNA G

2. Issuer Name and Ticker or Trading Symbol
PITNEY BOWES INC /DE/ [PBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3001 SUMMER STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2019

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
EVP/Chief HR Officer

STAMFORD, CT 06926

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/12/2019 | | M | 8,153 A \$ 0 | 86,453 | D | |
| Common Stock | 02/12/2019 | | F | 2,989 D \$ 0 | 83,464 | D | |
| Common Stock | | | | | 1,020.0891 | I | By 401(k) |
| Common Stock | | | | | 7,000 | I | Owned by Spouse |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | <u>(1)</u> | 02/12/2019 | | M | 2,260 | 02/12/2019 ⁽²⁾ <u>(2)</u> | Common Stock | 2,260 |
| Restricted Stock Unit | <u>(1)</u> | 02/12/2019 | | M | 2,887 | 02/12/2019 ⁽³⁾ <u>(3)</u> | Common Stock | 2,887 |
| Restricted Stock Unit | <u>(1)</u> | 02/12/2019 | | M | 3,006 | 02/12/2019 ⁽⁴⁾ <u>(4)</u> | Common Stock | 3,006 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TORSONE JOHNNNA G 3001 SUMMER STREET STAMFORD, CT 06926 | | | EVP/Chief HR Officer | |

Signatures

/s/ George Brereton - POA for Johnna G. Torson
02/13/2019

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) Each restricted stock unit represents a contingent right to receive one share of Pitney Bowes stock.
- (2) The third vesting of the three tranches vesting.
- (3) The second vesting of the three tranches vesting.

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(4) The first vesting of the three tranches vesting.

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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