

PITNEY BOWES INC /DE/  
Form 4  
February 06, 2014

# 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 \*  
Monahan Michael

(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)  
02/04/2014

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)

EVP Finance and CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |   |
| Common Stock                    | 02/04/2014                           |  | M                              | 3,395 A \$ 0  | 53,104.0046   | D  |   |
| Common Stock                    | 02/04/2014                           |  | F                              | 1,156 D \$ 24.74  | 51,948.0046   | D  |   |
| Common Stock                    | 02/04/2014                           |  | M                              | 9,386 A \$ 0  | 61,334.0046   | D  |   |
| Common Stock                    | 02/04/2014                           |  | F                              | 3,312 D \$ 24.74  | 58,022.0046   | D  |   |
| Common Stock                    | 02/04/2014                           |  | M                              | 4,397 A \$ 0  | 62,419.0046   | D  |   |

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|              |            |   |       |   |          |             |   |           |
|--------------|------------|---|-------|---|----------|-------------|---|-----------|
| Common Stock | 02/04/2014 | F | 1,498 | D | \$ 24.74 | 60,921.0046 | D |           |
| Common Stock | 02/04/2014 | M | 3,117 | A | \$ 0     | 64,038.0046 | D |           |
| Common Stock | 02/04/2014 | F | 1,062 | D | \$ 24.74 | 62,976.0046 | D |           |
| Common Stock |            |   |       |   |          | 9,585.6592  | I | By 401(k) |

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                      | \$ 0   | 02/04/2014                           |  | M                              | 3,395   | 02/04/2014 02/04/2014                                    | Common Stock  | 3,395                      |
| Restricted Stock Unit                      | \$ 0   | 02/04/2014                           |  | M                              | 3,117   | 02/04/2014 <sup>(1)</sup> 02/03/2015                     | Common Stock  | 3,117                      |
| Restricted Stock Unit                      | \$ 0   | 02/04/2014                           |  | M                              | 4,397   | 02/04/2014 <sup>(2)</sup> 02/02/2016                     | Common Stock  | 4,397                      |
| Restricted Stock Unit                      | \$ 0   | 02/04/2014                           |  | M                              | 9,386   | 02/04/2014 <sup>(3)</sup> 02/07/2017                     | Common Stock  | 9,386                      |

## Reporting Owners

| Reporting Owner Name / Address       | Relationships |           |                |       |
|--------------------------------------|---------------|-----------|----------------|-------|
|                                      | Director      | 10% Owner | Officer        | Other |
| Monahan Michael<br>ONE ELMCROFT ROAD |               |           | EVP<br>Finance |       |

STAMFORD, CT 06926

and CFO

## Signatures

Richard Martorana - POA for Michael  
Monahan

02/05/2014

\_\_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) The third of four vesting tranches, vested leaving 3,116 shares to vest on 2/3/2015.
- (2) The second of four vesting tranches vested, leaving 4,396 shares to vest on 2/3/2015 and 4,397 shares to vest on 2/2/2016.
- (3) The first of four vesting tranches vested, leaving 9,387 shares to vest on 2/3/2015, 9,386 to vest on 2/2/2016 and 9,386 to vest on 2/7/2017.

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.