

STAMPS.COM INC

Form 4

June 18, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER LLOYD I III

(Last) (First) (Middle)

**3300 SOUTH DIXIE
HIGHWAY, SUITE 1-365**

(Street)

WEST PALM BEACH, FL 33405

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2015

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)

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	05/11/2015		G		700	D	\$ 0	223,706	D
Common Stock								142,662 ⁽¹⁾	I
Common Stock								51,486 ⁽¹⁾	I
Common Stock								276,138 ⁽¹⁾	I
Common Stock								99,732 ⁽¹⁾	I
									By Trust A-4 - Lloyd I. Miller
									By Milfam I L.P.
									By Milfam II L.P.
									By Trust Account

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Common Stock	34,539 <u>(1)</u> <u>(2)</u>	I	By Milgrat (Z9)
Common Stock	9,381 <u>(1)</u> <u>(2)</u>	I	By Trust C - Lloyd I. Miller
Common Stock	1,000 <u>(1)</u>	I	By Lloyd I. Miller, IV brokerage account
Common Stock	1,000 <u>(1)</u>	I	By AMIL of Ohio, LLC

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Common Stock)	\$ 23.38							06/07/2006	06/07/2016	Common Stock	5,000
Stock Option (Common Stock)	\$ 13.1							06/06/2007	06/06/2017	Common Stock	5,000
Stock Option (Common Stock)	\$ 13.1							05/22/2008	05/22/2018	Common Stock	5,000
	\$ 10.55							06/16/2010	06/16/2020		5,000

Stock Option (Common Stock)								Common Stock	
Stock Option (Common Stock)	\$ 12.33				06/15/2011	06/15/2021		Common Stock	5,000
Stock Option (Common Stock)	\$ 23.18				06/13/2012	06/13/2022		Common Stock	5,000
Stock Option (Common Stock)	\$ 37.19				06/12/2013	06/12/2023		Common Stock	5,000
Stock Option (Common Stock)	\$ 34.03				06/11/2014	06/11/2024		Common Stock	5,000
Stock Option (Common Stock)	\$ 70.77	06/17/2015		A	5,000	06/17/2015	06/17/2025	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LLOYD I III 3300 SOUTH DIXIE HIGHWAY SUITE 1-365 WEST PALM BEACH, FL 33405	X			

Signatures

/s/ David J. Hoyt
Attorney-in-fact

06/18/2015

__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).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing

(1) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.

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- On June 15, 2015, 9,381 securities held by Milgrat (Z9) were transferred to Trust C. Such transaction only effected a change in the form
- (2) of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.
 - (3) No purchase price was paid for these options. These options were granted pursuant to the non-employee director automatic option grant program.

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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