

Green Steven J
 Form 4
 February 06, 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 *
 Green Steven J

(Last) (First) (Middle)
 WORLD HEADQUARTERS 1
 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)
 02/05/2013

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)
 VP Finance

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 02/05/2013 | 02/05/2013 | M | A | \$ 0 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | F | D | \$ 13.295 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | M | A | \$ 0 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | F | D | \$ 13.295 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | M | A | \$ 0 | D | |

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| | | | | | | | | | |
|--------------|------------|------------|---|-------|---|-----------|-------------|---|-----------------|
| Common Stock | 02/05/2013 | 02/05/2013 | F | 263 | D | \$ 13.295 | 19,540.3999 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | M | 1,184 | A | \$ 0 | 20,724.3999 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | F | 501 | D | \$ 13.295 | 20,223.3999 | D | |
| Common Stock | | | | | | | 7,159.3256 | I | By 401(k) plan |
| Common Stock | | | | | | | 659 | 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 (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 | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit | \$ 0 | 02/05/2013 | | M | 646 | 02/05/2013 | 02/05/2013 | Common Stock | 646 |
| Restricted Stock Unit | \$ 0 | 02/05/2013 | | M | 753 | 02/05/2013 ⁽¹⁾ | 02/04/2014 | Common Stock | 753 |
| Restricted Stock Unit | \$ 0 | 02/05/2013 | | M | 621 | 02/05/2013 ⁽²⁾ | 02/03/2015 | Common Stock | 621 |
| Restricted Stock Unit | \$ 0 | 02/05/2013 | | M | 1,184 | 02/05/2013 ⁽³⁾ | 02/02/2016 | Common Stock | 1,184 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Green Steven J
WORLD HEADQUARTERS 1 ELMCROFT ROAD
STAMFORD, CT 06926

VP
Finance

Signatures

Jean Jacob - POA for Steven J
Green

02/06/2013

__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) The third of four vesting tranches has vested leaving 752 shares yet to vest on 2/4/2014.
- (2) The second of four vesting tranches has vested leaving 621 shares to vest on 2/4/2014 and 621 to vest on 2/3/2015.
- (3) The first of four vesting tranches has vested leaving 1,184 shares to vest on 2/4/2014, 1,183 to vest on 2/3/2015 and 1,184 to vest on 2/2/2016.

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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