Edgar Filing: Dies Jason - Form 4

| Dies Jason Form 4 | | | | | | | | |
|--|---|--|--------------------|---|---|--|--|---|
| February 07. | , 2019 | | | | | | | |
| • | ЛЛ | | | | | | | PPROVAL |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | N OMB Number: | 3235-0287 |
| Check th if no long subject to Section 1 Form 4 c Form 5 | ger o STATEN 16. or | | | | | | | |
| obligatio may con <i>See</i> Instr 1(b). | tinue. Section 17(| a) of the Public | Utility Ho | | y Act | of 1935 or Secti | | |
| (Print or Type I | Responses) | | | | | | | |
| 1. Name and A Dies Jason | Symbol | 2. Issuer Name and Ticker or Trading Symbol PITNEY BOWES INC /DE/ [PBI] | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Lost) | | L 3 | | | (Check all applicable) | | | |
| (Last) 3001 SUMI | (Month | 3. Date of Earliest Transaction (Month/Day/Year) 02/05/2019 | | | Director 10% Owner Officer (give title Other (specify below) below) below) EVP & Pres. of SMB Solutions | | | |
| | | 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 | | | |
| STAMFOR | D, CT 06926 | | | | | Form filed by Person | More than One R | eporting |
| (City) | (State) | (Zip) Ta | ble I - Non- | Derivative Secu | rities A | cquired, Disposed | of, or Beneficia | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | (A) or |) 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) |
| | | | | | Price | | | |
| Reminder: Rep | oort on a separate line | for each class of se | curities bene | Persons w information required to | ho res n conta o respo | r indirectly. pond to the colle ained in this forn ond unless the fo atly valid OMB co | n are not rm | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A Disposed o (Instr. 3, 4, 5) | f (D) | | | | |
|----------------------------------|------------------------------------|------------|------------------|------------|--|-------|---------------------|--------------------|-----------------|--------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amoun Numbe Shares |
| Restricted Stock Units (1) | (2) | 02/05/2019 | | А | 30,303 | | (3) | <u>(3)</u> | Common Stock | 30,30 |
| Stock Option (1) | <u>(4)</u> | 02/05/2019 | | А | 100,503 | | 02/05/2020 | 02/05/2029 | Common Stock | 100,5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Dies Jason 3001 SUMMER STREET STAMFORD, CT 06926 | | | EVP & Pres. of SMB Solutions | | | | |
| Signatures | | | | | | | |
| la Coorgo Provoton DOA for | Jacon C | | | | | | |

/s/ George Brereton - POA for Jason C. Dies

**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).

02/06/2019

- (1) All awards listed in Table II above are subject to the terms of the 2018 Stock Plan including applicable share limits.
- (2) Each unit represents a contingent right to receive one share of Pitney Bowes common stock.
- (3) Each unit represents a contingent right to receive one share of Pitney Bowes common stock that will vest over a three year period on the second Tuesday in February.
- (4) The grant price for the stock option was calculated at 100% of the closing price on February 5, 2019 which was \$6.60.

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.