SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Section 30(n) of the investment Company Act of 1940							
1. Name and Addre		Person*	2. Issuer Name and Ticker or Trading Symbol PITNEY BOWES INC /DE/ [PBI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
GUILFOILE	MARY		L	X Director 10% Owner						
(Last) 3001 SUMMER	(First) R STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2020	Officer (give title Other (specify below) below)						
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable						
(Street) STAMFORD	CT 06926			Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)		Peison						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
			1 1 1							

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	05/01/2020		A		17,301	A	\$0.00	26,614.036	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puis, cans, 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. Transa Code (8)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or		of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(1)	05/01/2020		М			17,301	(2)	(2)	Common Stock	17,301	\$0.00	0.00	D	
Restricted Stock Units	(1)	05/04/2020		A		33,784		(3)	(3)	Common Stock	33,784	\$0.00	33,784	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Pitney Bowes stock.

2. The RSUs were granted on May 1, 2019 and have a one year cliff vesting.

3. Each unit represents a contingent right to receive one share of Pitney Bowes common stock that will cliff vest 100% in one year.

Remarks:

/s/ George Brereton - POA for Mary Guilfoile

** Signature of Reporting Person

05/05/2020

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know All By These Present, that the undersigned constitutes and appoints George Brereton and Thomas Seitaridis each of them acting individually, as true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- Sign any Form 3, 4 or 5, and any and amendedments thereto, in accordance with Sec 16(a) of the Securities Act of 1934 ("Exchange Act")and the regulations thereunder, and
- (ii) File such Forms 3, 4, 5, or amendments thereto, and all documents in connection therewith with the Securities and Exchange Commission and any applicable stock exchange.

The undersigned further grants unto said attorneysin-fact and agents, and each of them, full power and authhority to do and perform each and every act and thing requisite and necessary to be done with respect to the filing of the Forms 3, 4 and 5 or any amendments thereto as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-infact and agents of any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving such a capacity, at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney and authorization shall remain in effect until the undersigned files with the Securities and Exchange Commission a notice of revocation of this Power of Attorney by attaching such notice to the undersigned's Form 3, Form 4 or Form 5.

Executed on this 12th day of January, 2019.

Mary J. Steele Guilfoile

/s/ Mary J. Steele Guilfoile