UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

February 2, 2005
Date of Report (Date of earliest event reported)

Pitney Bowes Inc.
(Exact name of registrant as specified in its charter)

Delaware	1-3579	06-0495050
(State or other jurisdiction of incorporation or organization)	(Commission file number)	(I.R.S. Employer Identification No.)

World Headquarters
1 Elmcroft Road, Stamford, Connecticut 06926-0700
(Address of principal executive offices)

(203) 356-5000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following information is furnished pursuant to Item 2.02 Disclosure of "Results of Operations and Financial Condition."

On February 2, 2005, the registrant issued a press release setting forth its financial results, including consolidated statements of income, selected segment data, and a reconciliation of GAAP results to adjusted results for the three and twelve month periods ended December 31, 2004 and 2003, and consolidated balance sheets at December 31, 2004, September 30, 2004 and December 31, 2003. A copy of its press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

99.1 Press release of Pitney Bowes Inc. dated February 2, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Pitney Bowes Inc.

February 2, 2005

/s/ B.P. Nolop

B.P. Nolop
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

/s/ J.R. Catapano

J.R. Catapano
Controller
(Principal Accounting Officer)

PITNEY BOWES ANNOUNCES 4TH QUARTER RESULTS

STAMFORD, Conn., February 2, 2005 - Pitney Bowes Inc. (NYSE:PBI) today reported fourth quarter and full year 2004 performance that exceeded previous revenue and earnings guidance.

In summarizing the company's financial performance during the quarter, Chairman and CEO Michael J. Critelli noted, "We had an exceptionally strong finish to the year. We enjoyed good demand worldwide for our mailing products and services and our strategy of focusing on targeted services in key vertical markets is proving successful in our management services business. We are pleased that our customers recognize the benefits of our integrated mail and document management products and services as they position themselves for growth."

For the fourth quarter 2004, revenue increased 12 percent to $1.36 billion, substantially above the company's previous revenue guidance of five to seven percent. The results were driven by stronger than expected worldwide demand for the company's mailing systems and services, improving trends in the management services business, and continued weakening of the U.S. dollar.

Net income for the quarter was $82.7 million or $.35 per diluted share versus $.61 per diluted share in the prior year. During the quarter, as previously announced, the company recorded a $13 million after-tax charge resulting from a nationwide settlement of the remaining lawsuits related to an equipment replacement program offered by its leasing subsidiary.

In addition, the company recorded an after-tax restructuring charge of $71 million. The charge included a $30 million non-cash, after-tax charge for the write-off of pre-implementation costs related to the company's decision not to proceed with certain systems development. This decision comes as a result of the company's changing business profile and organizational realignment. Also included were an $18 million after-tax charge for the anticipated closure of a manufacturing facility in Germany and a $23 million after-tax charge for other restructuring initiatives.

During 2005, the company expects to record an after-tax gain of approximately $18 million in connection with the sale of its 22-acre Main Plant site.

Excluding the impact of the charges noted above, the company's fourth quarter adjusted diluted earnings per share was $.71 versus $.66 per diluted share for the prior year on a comparable basis. For the full year 2004, diluted earnings per share from continuing operations was $2.05 versus $2.10 in 2003. Excluding the impact of restructuring charges in both periods and the company's legal settlement in the fourth quarter 2004, adjusted diluted earnings per share from continuing operations was $2.54 in 2004 versus $2.41 in 2003.

Non-core Capital Services financing contributed $.02 per diluted share in the fourth quarter 2004 versus $.04 per diluted share in the fourth quarter 2003. For the full year 2004, diluted earnings per share included $.09 per diluted share from non-core Capital Services compared with $.16 per diluted share for the full-year 2003.

The company generated $217 million in cash from operations during the quarter, bringing the total to $945 million for the full year 2004. Subtracting $317 million in capital expenditures and excluding $66 million in payments associated with the restructuring program, adjusted free cash flow for the full-year 2004 was $694 million.

The company used $25 million to repurchase 556 thousand of its shares during the quarter, bringing the totals for the year to $200 million and 4.7 million shares, for an average price of $42.60 per share. The company has $200 million of remaining authorization for future share repurchases.

The board of directors of the company authorized an increased dividend on its common stock to an annualized rate of $1.24 per share. This is the twenty-third consecutive year that the company has increased the dividend on its common stock.

In the Global Mailstream Solutions Segment, revenue increased 12 percent and earnings before interest and taxes (EBIT) increased eight percent when compared with the prior year. In the U.S., there continued to be strong revenue growth from small business mailing products, supplies, payment solutions and mail services. Mail services operations experienced very strong revenue growth from both existing and acquired sites. Also, the company enjoyed greater than expected demand for its networked digital mailing systems by medium-sized customers.

Outside of the U.S., revenue grew organically at a double-digit pace due primarily to strong growth in Europe, led by excellent results in the UK. This strong performance reflected an increase in production mail equipment placements with large customers and an increase in meter and mailing equipment placements with small businesses. Revenue growth also benefited from favorable foreign currency exchange rates.

In the Global Enterprise Solutions Segment, revenue increased 15 percent and EBIT increased 36 percent versus the prior year.

Pitney Bowes Management Services (PBMS) reported revenue of $273 million for the quarter, an increase of four percent and a significantly greater percentage increase in EBIT when compared with the prior year. Its EBIT margin improved versus the prior quarter and the prior year, helped by a focus on higher margin service offerings and ongoing administrative cost reduction initiatives. During the quarter PBMS experienced strong new business and a continued improvement in transactional reprographic volumes. Also, the consolidation and reduction of business with existing accounts continues to subside.

Document Messaging Technologies (DMT) reported revenue growth of 46 percent to $131 million for the quarter and EBIT grew at a similar rate. These results reflect the continued successful integration of Group 1 Software and ongoing demand for DMT's leading edge, information-based inserting and sortation equipment. Group1 Software, which provides industry leading document composition and mail hygiene software, experienced strong demand for its software products and services during the quarter.

In the Capital Services Segment, revenue for the quarter declined eight percent and EBIT declined 29 percent due to a smaller asset base. During the quarter, the company announced that it intends to pursue a sponsored spin-off of its external financing business.

The new entity would be an independent, publicly traded company consisting of most of the assets in the Capital Services segment, including assets related to Imagistics International, Inc.

In 2005, the company expects revenue growth in the range of nine to eleven percent for the first quarter and seven to nine percent for the full year.

During the year, the company expects to record additional after-tax restructuring charges in the range of $13 million to $26 million, or $.06 to $.11 per diluted share, net of the anticipated gain on the sale of its Main Plant site. These charges relate to the continued realignment and streamlining of the company's worldwide infrastructure requirements.

Including these net restructuring charges, the company expects diluted earnings per share to be in the range of $2.51 to $2.64 for the full year 2005. Excluding these charges, adjusted diluted earnings per share is expected to be in the range of $2.62 to $2.70 for the full year 2005 and in the range of $.60 to $.62 for the first quarter of the year. The company is not able to give quarterly guidance inclusive of restructuring charges at this time because the timing of some of the restructuring activities is uncertain and not completely within our control.

In July of 2005, the company expects to adopt Statement of Financial Accounting Standards No. 123 for share-based payments. The annual impact on diluted earnings per share of this new accounting pronouncement, which is not included in the estimates noted above, is expected to be in the range of $.07 to $.09, which is comparable with 2004.

As noted above, the board of directors declared a quarterly cash dividend of the company's common stock of 31 cents per share, payable March 12, 2005, to stockholders of record on February 18, 2005. The board also declared a quarterly cash dividend of 53 cents per share on the company's $2.12 convertible preference stock, payable April 1, 2005, to stockholders of record on March 15, 2005, and a quarterly cash dividend of 50 cents per share on the company's 4% convertible cumulative preferred stock, payable May 1, 2005 to stockholders of record on April 15, 2005.

Management of Pitney Bowes will discuss the company's financial results in a conference call today scheduled for 8:00 a.m. EST. Instructions for listening to the conference call over the WEB are available on the Investor Relations page of the company's web site at http://www.pb.com/investorrelations.

Pitney Bowes engineers the flow of communication. The company is a $5.0 billion global leader of integrated mail and document management solutions headquartered in Stamford, Connecticut. For more information about the company, its products, services and solutions, visit www.pitneybowes.com.

Pitney Bowes has presented in this earnings release diluted earnings per share on an adjusted basis. Also, management has included a presentation of free cash flow on an adjusted basis and earnings before interest and taxes (EBIT). Management believes this presentation provides a reasonable basis on which to present the adjusted financial information, and is provided to assist in investors' understanding of the Company's results of operations. The Company's financial results are reported in accordance with generally accepted accounting principles (GAAP). However, the earnings per share and free cash flow results are adjusted to exclude the impact of special items such as restructuring charges and write downs of assets, which materially impact the comparability of the Company's results of operations. The use of free cash flow has limitations. GAAP cash flow has the advantage of including all cash available to the company after actual expenditures for all purposes. Free cash flow permits a shareholder insight into the amount of cash that management could have available for discretionary uses if it made different decisions about employing its cash. It adds back long-term commitments such as capital expenditures, as well as special items like cash used for restructuring charges. Of course, each of these items uses cash that is not otherwise available to the company and are important expenditures. Management compensates for these limitations by using a combination of GAAP cash flow and free cash flow in doing its planning.

The adjusted financial information and certain financial measures such as EBIT are intended to be more indicative of the ongoing operations and economic results of the Company. EBIT excludes interest payments and taxes, both cash items, and as a result, has the effect of showing a greater amount of earnings than net income. The company believes that interest payments and taxes, though important, do not reflect the management effectiveness as these items are largely outside of their control. In assessing performance, the company uses both EBIT and net income.

This adjusted financial information should not be construed as an alternative to our reported results determined in accordance with GAAP. Further, our definition of this adjusted financial information may differ from similarly titled measures used by other companies.

Pitney Bowes has provided in supplemental schedules attached for reference adjusted financial information and a quantitative reconciliation of the differences between the adjusted financial measures with the financial measures calculated and presented in accordance with GAAP, except with respect to our guidance because it would not be meaningful. Additional reconciliation of adjusted financial measures to financial measures calculated and presented in accordance with GAAP may be found at the Company's web site http://www.pb.com/investorrelations in the Investor Relations section.

The statements contained in this news release that are not purely historical are forward-looking statements with the meaning of Section 27A of the Securities Act of 1933 and Section 21E

of the Securities Exchange Act of 1934. These statements may be identified by their use of forward-looking terminology such as the words "expects," "anticipates," "intends" and other similar words. Such forward-looking statements include, but are not limited to, statements about possible restructuring charges and our future guidance, including our expected revenue in the first quarter and full year 2005, and our expected diluted earnings per share for the first quarter and for the full year 2005. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to: severe adverse changes in the economic environment, timely development and acceptance of new products or gaining product approval; successful entry into new markets; changes in interest rates; and changes in postal regulations, as more fully outlined in the company's 2003 Form 10-K Annual Report filed with the Securities and Exchange Commission. In addition, the forward-looking statements are subject to change based on the timing and specific terms of any announced acquisitions or business spin-offs. The forward-looking statements contained in this news release are made as of the date hereof and we do not assume any obligation to update the reasons why actual results could differ materially from those projected in the forward-looking statements.

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Note: Consolidated statements of income for the three and twelve months ended December 31, 2004 and 2003, and consolidated balance sheets at December 31, 2004, September 30, 2004, and December 31, 2003, are attached.

Pitney Bowes Inc.
Consolidated Statements of Income
(Unaudited)

(Dollars in thousands, except per share data)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2004	2003 (1)	2004	2003 (1)
Revenue from:				
Sales	$ 446,768	$ 384,713	$ 1,462,967	$ 1,325,490
Rentals	202,510	198,707	804,351	785,130
Business services	343,284	291,417	1,268,027	1,119,146
Support services	184,863	156,759	682,788	617,800
Core financing	164,987	159,723	640,184	616,414
Non-core financing	19,683	23,698	99,123	112,873
Total revenue	1,362,095	1,215,017	4,957,440	4,576,853
Costs and expenses:				
Cost of sales	200,036	180,352	663,584	611,620
Cost of rentals	40,104	42,990	164,074	170,557
Cost of business services	285,322	240,884	1,046,747	921,027
Cost of support services	92,998	81,416	353,658	323,279
Cost of non-core financing	-	-	13,017	-
Selling, general and administrative	411,557	361,310	1,511,031	1,400,480
Research and development	42,272	37,499	159,835	147,262
Restructuring charge	110,780	20,248	157,634	116,713
Other expense (income)	19,666	(117)	19,666	(117)
Interest, net	44,519	40,381	168,746	164,941
Total costs and expenses	1,247,254	1,004,963	4,257,992	3,855,762
Income from continuing operations before income taxes	114,841	210,054	699,448	721,091
Provision for income taxes	32,143	66,460	218,922	226,244
Income from continuing operations	82,698	143,594	480,526	494,847
Discontinued operations	-	3,270	-	3,270
Net income	$ 82,698	$ 146,864	$ 480,526	$ 498,117
Basic earnings per share				
Continuing operations	$ 0.36	$ 0.62	$ 2.08	$ 2.12
Discontinued operations	-	0.01	-	0.01
Net income	$ 0.36	$ 0.63	$ 2.08	$ 2.13
Diluted earnings per share				
Continuing operations	$ 0.35	$ 0.61	$ 2.05	$ 2.10
Discontinued operations	-	0.01	-	0.01
Net income	$ 0.35	$ 0.62	$ 2.05	$ 2.11
Average common and potential common shares outstanding	233,596,974	235,667,044	234,133,211	236,165,024

<FN>
(1) Prior year amounts have been reclassified to conform with the current year presentation.
</FN>

Pitney Bowes Inc.
Consolidated Balance Sheets
(Unaudited)

(Dollars in thousands, except per share data)

Assets	12/31/04	9/30/04	12/31/03
Current assets:			
Cash and cash equivalents	$ 316,217	$ 346,522	$ 293,812
Short-term investments, at cost which approximates market	3,933	3,758	28
Accounts receivable, less allowances: 12/04 $50,254 9/04 $37,632 12/03 $39,778	567,772	495,414	459,106
Finance receivables, less allowances: 12/04 $71,001 9/04 $69,382 12/03 $62,269	1,400,593	1,355,727	1,358,691
Inventories	206,697	214,396	209,527
Other current assets and prepayments	197,874	199,912	192,011
Total current assets	2,693,086	2,615,729	2,513,175
Property, plant and equipment, net	644,495	680,048	653,661
Rental equipment and related inventories, net	475,905	458,604	414,341
Property leased under capital leases, net	3,081	2,243	2,230
Long-term finance receivables, less allowances: 12/04 $102,074 9/04 $105,089 12/03 $78,915	1,820,733	1,794,556	1,654,419
Investment in leveraged leases	1,585,030	1,554,844	1,534,864

Goodwill	1,411,381	1,298,944	956,284
Intangible assets, net	323,737	289,776	203,606
Other assets	863,132	850,267	958,808
Total assets	$ 9,820,580	$ 9,545,011	$ 8,891,388
Liabilities and stockholders' equity			
Current liabilities:			
Accounts payable and accrued liabilities	$ 1,475,107	$ 1,320,799	$ 1,392,597
Income taxes payable	218,605	205,363	154,799
Notes payable and current portion of long-term obligations	1,068,946	1,097,551	728,658
Advance billings	421,819	404,012	370,915
Total current liabilities	3,184,477	3,027,725	2,646,969
Deferred taxes on income	1,771,825	1,760,054	1,659,226
Long-term debt	2,908,894	2,823,286	2,840,943
Other noncurrent liabilities	355,303	405,784	346,888
Total liabilities	8,220,499	8,016,849	7,494,026
Preferred stockholders' equity in a subsidiary company	310,000	310,000	310,000
Stockholders' equity:			
Cumulative preferred stock, $50 par value, 4% convertible	19	19	19
Cumulative preference stock, no par value, $2.12 convertible	1,252	1,255	1,315
Common stock, $1 par value	323,338	323,338	323,338
Retained earnings	4,243,404	4,223,052	4,057,654
Accumulated other comprehensive income	135,526	72,674	18,063
Treasury stock, at cost	(3,413,458)	(3,402,176)	(3,313,027)
Total stockholders' equity	1,290,081	1,218,162	1,087,362
Total liabilities and stockholders' equity	$ 9,820,580	$ 9,545,011	$ 8,891,388

Pitney Bowes Inc.
Revenue and EBIT
By Business Segment
December 31, 2004
(Unaudited)

(Dollars in thousands)

	2004	2003 (2)	% Change
Fourth Quarter			
Revenue			
Global Mailstream Solutions	$ 927,849	$ 830,800	12%
Global Enterprise Solutions	403,547	350,939	15%
Capital Services	30,699	33,278	(8%)
Total Revenue	$ 1,362,095	$ 1,215,017	12%
EBIT (1)			
Global Mailstream Solutions	$ 285,741	$ 264,941	8%
Global Enterprise Solutions	37,961	28,007	36%
Capital Services	15,984	22,385	(29%)
Total EBIT	339,686	315,333	8%
Unallocated amounts:			

Interest, net	(44,519)	(40,381)
Corporate expense	(49,880)	(44,767)
Restructuring charge	(110,780)	(20,248)
Other (expense) income	(19,666)	117
Income before income taxes	$ 114,841	$ 210,054

<FN>
(1) Earnings before interest and taxes (EBIT) excludes general corporate expenses.

(2) Prior year amounts have been reclassified to conform with the current year presentation.

</FN>

Pitney Bowes Inc.
Revenue and EBIT
By Business Segment
December 31, 2004
(Unaudited)

(Dollars in thousands)

	2004	2003 (2)	% Change
Year to Date			
Revenue			
Global Mailstream Solutions	$ 3,389,579	$ 3,143,231	8%
Global Enterprise Solutions	1,426,346	1,279,909	11%
Capital Services	141,515	153,713	(8%)
Total Revenue	$ 4,957,440	$ 4,576,853	8%
EBIT (1)			
Global Mailstream Solutions	$ 1,051,372	$ 991,812	6%
Global Enterprise Solutions	94,267	81,139	16%
Capital Services	80,883	98,656	(18%)
Total EBIT	1,226,522	1,171,607	5%
Unallocated amounts:			
Interest, net	(168,746)	(164,941)	
Corporate expense	(181,028)	(168,979)	
Restructuring charge	(157,634)	(116,713)	
Other (expense) income	(19,666)	117	
Income before income taxes	$ 699,448	$ 721,091	

<FN>
(1) Earnings before interest and taxes (EBIT) excludes general corporate expenses.

(2) Prior year amounts have been reclassified to conform with the current year presentation.
</FN>

Reconciliation of Reported Consolidated Results to Adjusted Results
(Unaudited)

(Dollars in thousands, except per share amounts)

	Three months ended December 31, 2004	Three months ended December 31, 2003	Twelve months ended December 31, 2004	Twelve months ended December 31, 2003
GAAP income from continuing operations before income taxes, as reported	$ 114,841	$ 210,054	$ 699,448	$ 721,091
Restructuring charge	110,780	20,248	157,634	116,713
Legal settlements	19,666	(10,117)	19,666	(10,117)
Contributions to charitable foundations	-	10,000	-	10,000
Income from continuing operations before income taxes, as adjusted	245,287	230,185	876,748	837,687
Provision for income taxes, as adjusted	79,107	73,705	282,749	268,216
Income from continuing operations, as adjusted	$ 166,180	$ 156,480	$ 593,999	$ 569,471
GAAP diluted earnings per share, as reported	$ 0.35	$ 0.62	$ 2.05	$ 2.11
Income from discontinued operations	-	(0.01)	-	(0.01)
GAAP diluted earnings per share from continuing operations, as reported	$ 0.35	$ 0.61	$ 2.05	$ 2.10
Restructuring charge	0.30	0.05	0.43	0.32
Legal settlements	0.05	(0.03)	0.05	(0.03)
Contributions to charitable foundations	-	0.03	-	0.03
Diluted earnings per share from continuing operations, as adjusted	$ 0.71	$ 0.66	$ 2.54	$ 2.41
GAAP net cash provided by operating activities, as reported	$ 216,821	$ 175,418	$ 944,639	$ 851,261
Capital expenditures	(90,757)	(71,543)	(316,982)	(285,681)
Free cash flow	126,064	103,875	627,657	565,580
Payments related to restructuring charge	21,207	20,997	66,055	62,751
Pension plan investment	-	50,000	-	50,000
Contributions related to charitable foundations	-	10,000	-	10,000
Free cash flow, as adjusted	$ 147,271	$ 184,872	$ 693,712	$ 688,331

<FN>

Note: The sum of the earnings per share amounts may not equal the totals above due to rounding.
</FN>