

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

F O R M 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) October 30, 1998

PITNEY BOWES INC.
(Exact name of registrant as specified in its charter)

Commission File Number: 1-3579

State of Incorporation
Delaware

IRS Employer Identification No.
06-0495050

World Headquarters
Stamford, Connecticut 06926-0700
Telephone Number: (203) 356-5000

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Item 2 - Acquisition or Disposition of Assets.

On October 30, 1998, Colonial Pacific Leasing Corporation (CPLC), a wholly owned subsidiary of the company, transferred the operations, employees and substantially all assets related to its broker-oriented external financing business to General Electric Capital Corporation (GECC), a subsidiary of the General Electric Company. The company received approximately \$790 million at closing, which approximates the book value of the net assets sold or otherwise disposed of and related transaction costs. This transaction is subject to post closing adjustments pursuant to the terms of the purchase agreement with GECC entered into on October 12, 1998. Proceeds from the sale will be used to reinvest in core businesses around the world, pay down consolidated debt and repurchase shares of the company's stock.

Item 7 - Financial Statements and Exhibits.

b. Pro Forma Financial Information

The unaudited pro forma consolidated financial information presented herein gives effect to the company's sale of CPLC on October 30, 1998. The company's unaudited pro forma consolidated financial information should be read in conjunction with the historical financial statements in the company's Form 10-K for the year ended December 31, 1997.

The unaudited pro forma consolidated statements of income for the periods ended

September 30, 1998 and 1997 are incorporated by reference to the registrant's September 30, 1998 Form 10-Q.

The accompanying unaudited pro forma consolidated statements of income for the years ended December 31, 1997, 1996 and 1995 reflect the historical consolidated statements of income, for the same periods, with the operating results of CPLC excluded to arrive at pro forma consolidated statements of income.

The accompanying September 30, 1998 unaudited pro forma consolidated condensed balance sheet reflects the consolidated balance sheet at September 30, 1998 as presented in the registrant's September 30, 1998 Form 10-Q adjusted to reflect the transaction as if it occurred at September 30, 1998.

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PITNEY BOWES INC.
PRO FORMA CONSOLIDATED STATEMENT OF INCOME
(unaudited)
(Dollars in thousands, except share data)

	Year Ended December 31, 1997		
	As Reported	Adjustments (a)	Pro Forma
Revenue from:			
Sales.....	\$ 1,834,057		\$ 1,834,057
Rentals and financing.....	1,782,851	\$ (180,451)	1,602,400
Support services.....	483,556		483,556
Total revenue.....	4,100,464	(180,451)	3,920,013
Costs and expenses:			
Cost of sales.....	1,081,537		1,081,537
Cost of rentals and financing.....	557,769	(106,679)	451,090
Selling, service and administrative.....	1,367,862		1,367,862
Research and development.....	89,463		89,463
Interest, net.....	200,735	(46,201)	154,534
Total costs and expenses.....	3,297,366	(152,880)	3,144,486
Income from continuing operations before income taxes.....	803,098	(27,571)	775,527
Provision for income taxes.....	277,071	(10,546)	266,525
Income from continuing operations.....	\$ 526,027	\$ (17,025)	\$ 509,002
Basic earnings per share.....	\$ 1.82	\$ (.06)	\$ 1.76
Diluted earnings per share.....	\$ 1.80	\$ (.06)	\$ 1.74
Average common shares outstanding.....	288,782,996		288,782,996
Average common and potential common shares outstanding.....	292,517,116		292,517,116

<FN>
(a) Adjustments represent results of operations from CPLC.
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PITNEY BOWES INC.
PRO FORMA CONSOLIDATED STATEMENT OF INCOME
(unaudited)
(Dollars in thousands, except share data)

	Year Ended December 31, 1996		
	As Reported	Adjustments (a)	Pro Forma
Revenue from:			
Sales.....	\$ 1,675,090		\$ 1,675,090
Rentals and financing.....	1,717,738	\$ (163,029)	1,554,709
Support services.....	465,751		465,751
Total revenue.....	3,858,579	(163,029)	3,695,550
Costs and expenses:			
Cost of sales.....	1,025,250		1,025,250
Cost of rentals and financing.....	529,740	(95,115)	434,625
Selling, service and administrative.....	1,340,276		1,340,276
Research and development.....	81,726		81,726
Interest, net.....	197,204	(40,701)	156,503
Total costs and expenses.....	3,174,196	(135,816)	3,038,380
Income from continuing operations before income taxes.....	684,383	(27,213)	657,170
Provision for income taxes.....	214,970	(10,409)	204,561
Income from continuing operations.....	\$ 469,413	\$ (16,804)	\$ 452,609
Basic earnings per share.....	\$ 1.57	\$ (.06)	\$ 1.51
Diluted earnings per share.....	\$ 1.56	\$ (.06)	\$ 1.50
Average common shares outstanding.....	298,233,766		298,233,766
Average common and potential common shares outstanding.....	301,303,356		301,303,356
<FN> (a) Adjustments represent results of operations from CPLC. </FN>			

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PITNEY BOWES INC.
PRO FORMA CONSOLIDATED STATEMENT OF INCOME
(unaudited)
(Dollars in thousands, except share data)

	Year Ended December 31, 1995		
	As Reported	Adjustments (a)	Pro Forma
Revenue from:			
Sales.....	\$ 1,546,393		\$ 1,546,393
Rentals and financing.....	1,575,094	\$ (128,479)	1,446,615
Support services.....	433,267		433,267
Total revenue.....	3,554,754	(128,479)	3,426,275
Costs and expenses:			
Cost of sales.....	941,124		941,124
Cost of rentals and financing.....	463,601	(77,345)	386,256
Selling, service and administrative.....	1,230,671		1,230,671
Research and development.....	81,800		81,800
Interest, net.....	218,627	(29,674)	188,953
Total costs and expenses.....	2,935,823	(107,019)	2,828,804
Income from continuing operations before income taxes.....	618,931	(21,460)	597,471
Provision for income taxes.....	211,222	(7,209)	204,013
Income from continuing operations.....	\$ 407,709	\$ (14,251)	\$ 393,458
Basic earnings per share.....	\$ 1.35	\$ (.05)	\$ 1.30
Diluted earnings per share.....	\$ 1.34	\$ (.05)	\$ 1.29
Average common shares outstanding.....	302,280,548		302,280,548

Average common and potential common shares outstanding..... 304,739,952 304,739,952

<FN>
(a) Adjustments represent results of operations from CPLC.
</FN>

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PITNEY BOWES INC.
CONSOLIDATED CONDENSED BALANCE SHEET
(unaudited)
(Dollars in thousands)

	September 30, 1998		
	As Reported	Adjustments (a)	Pro Forma
Assets			
Current assets:			
Cash and cash equivalents.....	\$ 144,974	\$ 790,126	\$ 935,100
Short-term investments.....	1,930		1,930
Accounts receivable.....	346,475		346,475
Finance receivables.....	1,435,795		1,435,795
Inventories	235,568		235,568
Other current assets and prepayments.....	173,458		173,458
Net assets of discontinued operations.....	776,941	(776,941)	-
Total current assets.....	3,115,141	13,185	3,128,326
Property, plant and equipment, net.....	470,110		470,110
Rental equipment and related inventories, net	803,738		803,738
Property leased under capital leases, net	3,909		3,909
Long-term finance receivables.....	1,938,581		1,938,581
Investment in leveraged leases.....	817,144		817,144
Goodwill.....	213,778		213,778
Other assets.....	869,944		869,944
Total assets.....	\$ 8,232,345	\$ 13,185	\$ 8,245,530
Liabilities and stockholders' equity			
Current liabilities:			
Accounts payable and accrued liabilities.....	\$ 842,511	\$ 13,185	\$ 855,696
Income taxes payable.....	165,414		165,414
Notes payable and current portion of long-term obligations.....	1,844,077		1,844,077
Advance billings.....	362,801		362,801
Total current liabilities.....	3,214,803	13,185	3,227,988
Deferred taxes on income.....	929,199		929,199
Long-term debt	1,710,533		1,710,533
Other noncurrent liabilities.....	366,799		366,799
Total liabilities.....	6,221,334	13,185	6,234,519
Preferred stockholders' equity in a subsidiary company.....	300,000		300,000
Stockholders' equity:			
Cumulative preferred stock.....	34		34
Cumulative preference stock	2,076		2,076
Common stock.....	323,338		323,338
Capital in excess of par value.....	18,198		18,198
Retained earnings.....	2,971,883		2,971,883
Accumulated other comprehensive income.....	(90,548)		(90,548)
Treasury stock.....	(1,513,970)		(1,513,970)
Total stockholders' equity.....	1,711,011	-	1,711,011
Total liabilities and stockholders' equity.....	\$ 8,232,345	\$ 13,185	\$ 8,245,530

<FN>
(a) Adjustments represent the disposition of substantially all of CPLC's assets and the related transaction costs. The proceeds are subject to post closing adjustments pursuant to the terms of the purchase agreement with GECC entered into on October 12, 1998.
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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.

November 16, 1998

/s/ M. L. Reichenstein

M. L. Reichenstein
Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ A. F. Henock

A. F. Henock
Vice President - Controller
and Chief Tax Counsel
(Principal Accounting Officer)