FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL									
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Name and Address of Reporting Person* Dobson David C			2. Issuer Name and Ticker or Trading Symbol PITNEY BOWES INC /DE/ [PBI]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 1 ELMCROFT	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2010	(Check all applicable) Director 10% Owner X Officer (give Other (specify title below) below) EVP & President, PBMS				
(Street) STAMFORD (City)	CT (State)	06926 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line) X 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. Transac Code (Instr. 8)		4. Secul Acquired Dispose (Instr. 3	d (A) d of	or (D) nd 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)			

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. Transac Code (Instr. 8		of Deriva Securit Acquire (A) or Dispos of (D) (Instr.	Derivative (Month/Day/Year) Securities Acquired (A) or Disposed			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: 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				
Restricted Stock Units	\$ o ⁽¹⁾	02/08/2010		A		7,922		(2)	(2)	Common Stock	7,922	\$ 0	13,226	D	
Stock Option	\$ 22.09	02/08/2010		А		62,057		02/08/2011 ⁽³⁾	02/08/2020	Common Stock	62,057	\$ 0	62,057	D	

Explanation of Responses:

- 1. Each restricted stock unit represents a contingent right to receive one share of Pitney Bowes common stock.
- 2. The restricted stock units vest in four equal annual installments
- 3. The stock option grant provides that vesting occurs ratably one third a year on the anniversary of the grant over a three-year period.

Patricia M. Johnson-POA <u>02/09/2010</u> <u>02/09/2010</u>

** Signature of Reporting Person

Date

Person

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.