



**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Restricted Stock Units	(1)	06/03/2013		A		8,651		(2)	(2)	Common Stock	8,651	\$ 0	8,651	D	
Restricted Stock Units	(1)	06/03/2013		A		13,841		(3)	(3)	Common Stock	13,841	\$ 0	22,492	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Pitney Bowes common stock.
- The Restricted Stock Units (RSUs) were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on June 3, 2013 utilizing a fair market value (FMV) of a \$14.45. The restricted stock units will vest 50% on June 3, 2014 and the remaining 50% on the February 3, 2015.
- The Restricted Stock Units (RSUs) were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on June 3, 2013 utilizing a fair market value (FMV) of a \$14.45. The restricted stock units will vest in four equal installments with the first one being June 3, 2014 and remaining on the first Tuesday of February 2015, February 2016, & February 2017.

Jean Jacob - POA for                      06/04/2013  
Roger J. Pilc

\*\* Signature of Reporting                      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.**