

Leon JP  
Form 4  
September 28, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Leon JP

2. Issuer Name and Ticker or Trading Symbol  
STAMPS.COM INC [STMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
12959 CORAL TREE PLACE

3. Date of Earliest Transaction (Month/Day/Year)  
09/26/2011

\_\_\_\_ Director  
 Officer (give title below)  10% Owner  
 Other (specify below)  
VP, Postal Affairs & / Postal Technology

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90066

(City) (State) (Zip)

**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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |        |   |  |
| Common Stock                    | 09/26/2011                           |  | M                              |   | 10,000  | A  | \$ 13.4   | 18,863 | D |  |
| Common Stock                    | 09/26/2011                           |  | M                              |   | 10,000  | A  | \$ 13.1   | 28,863 | D |  |
| Common Stock                    | 09/26/2011                           |  | S <sup>(1)</sup>               |   | 20,000  | D  | \$ 21.27  | 8,863  | D |  |
| Common Stock                    | 09/27/2011                           |  | M                              |   | 10,001  | A  | \$ 9.82   | 18,864 | D |  |
| Common Stock                    | 09/27/2011                           |  | M                              |   | 10,000  | A  | \$ 13.1   | 28,864 | D |  |

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Common Stock 09/27/2011 S<sup>(1)</sup> 20,001 D \$ 20.7222 8,863 D

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

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SEC 1474  
(9-02)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (Common Stock)                | \$ 13.4  | 09/26/2011                           |  | M                              | 10,000  | 11/03/2004 11/03/2014                                    | Common Stock 10,000   |
| Stock Option (Common Stock)                | \$ 13.1  | 09/26/2011                           |  | M                              | 10,000  | 05/21/2007 05/21/2017                                    | Common Stock 10,000   |
| Stock Option (Common Stock)                | \$ 9.82  | 09/27/2011                           |  | M                              | 10,001  | 10/27/2003 10/27/2013                                    | Common Stock 10,001   |
| Stock Option (Common Stock)                | \$ 13.1  | 09/27/2011                           |  | M                              | 10,000  | 05/21/2007 05/21/2017                                    | Common Stock 10,000   |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                      |                   |
|--|---------------|-----------|----------------------|-------------------|
|  | Director      | 10% Owner | Officer              | Other             |
| Leon JP<br>12959 CORAL TREE PLACE<br>LOS ANGELES, CA 90066 |               |           | VP, Postal Affairs & | Postal Technology |

## Signatures

/s/ Matthew A. Lipson, by Power of Attorney for JP  
Leon

09/28/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) This sale was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.

### Remarks:

All sales were executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.

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