

BORTNAK JAMES

Form 4/A

June 08, 2006

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 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BORTNAK JAMES

(Last) (First) (Middle)

12959 CORAL TREE PLACE

(Street)

LOS ANGELES, CA 90066

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/31/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

V.P., Sales and Marketing

6. 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. 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 Ownership (Instr. 4)
Common Stock	05/30/2006		M ⁽¹⁾	4,583 A	\$ 9.02 5,783	D	
Common Stock	05/30/2006		M ⁽¹⁾	15,417 A	\$ 17.5 21,200	D	
Common Stock	05/30/2006		S ⁽²⁾	20,000 D	\$ 31.4 1,200	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Common Stock)	\$ 9.02	05/30/2006		M ⁽¹⁾	4,583	10/27/2003 ⁽⁴⁾	10/27/2013	Common Stock
Stock Option (Common Stock)	\$ 17.5	05/30/2006		M ⁽¹⁾	15,417	11/03/2004 ⁽⁵⁾	11/03/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BORTNAK JAMES 12959 CORAL TREE PLACE LOS ANGELES, CA 90066	V.P., Sales and Marketing

Signatures

/s/ Matthew A. Lipson, by Power of Attorney for James Bortnak 06/08/2006

__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 exercise was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.
- (2) This sale was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.
- (3) Due to a brokerage firm error in executing the reporting person's prearranged trading plan, the exercise and sale were incorrectly executed on the date and at the price previously reported and again reported in this filing. The brokerage firm has agreed to pay the difference as needed to treat the transaction as if the shares were sold at the correct price of \$32.26 on the correct date of June 2, pursuant to the plan, if it had been properly executed.

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- (4) This option becomes exercisable in equal installments over 36 months. The first vesting date is November 27, 2003.
- (5) This option becomes exercisable in equal installments over 36 months. The first vesting date is December 3, 2004.

Remarks:

All transactions reported on this form 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.