

DOUGLAS KEVIN  
Form 4  
November 10, 2009

**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  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DOUGLAS KEVIN

(Last) (First) (Middle)

125 E. SIR FRANCIS DRAKE  
BLVD., STE 400,

(Street)

LARKSPUR, CA 94939

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/06/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Member of 13(d)(3) group

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/06/2009		S	2,800 D (A) or (D)	\$ 9.8154	601,692	D (1) (2)
Common Stock	11/06/2009		S	2,309 D	\$ 9.8154	521,108	I (2) (3)
Common Stock	11/06/2009		S	1,190 D	\$ 9.8154	546,601	I (2) (4)

By James  
Douglas and  
Jean Douglas  
Irrevocable  
Descendants?  
Trust

By The  
Douglas  
Family Trust

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Common Stock	11/06/2009	S	700	D	\$ 9.8154	32,050	I (2) (5)	By James E. Douglas III
Common Stock	11/09/2009	S	2,400	D	\$ 10.008	599,292	D (1) (2)	
Common Stock	11/09/2009	S	1,980	D	\$ 10.008	519,128	I (2) (3)	By James Douglas and Jean Douglas Irrevocable Descendants? Trust
Common Stock	11/09/2009	S	1,020	D	\$ 10.008	545,581	I (2) (4)	By The Douglas Family Trust
Common Stock	11/09/2009	S	600	D	\$ 10.008	31,450	I (2) (5)	By James E. Douglas III

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 displays a currently valid OMB control number.**

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DOUGLAS KEVIN 125 E. SIR FRANCIS DRAKE BLVD., STE 400	Member of 13(d)(3) group

LARKSPUR, CA 94939

JAMES & JEAN DOUGLAS IRREVOCABLE  
DESCENDANTS TRUST  
1101 FIFTH AVE  
SUITE 360  
SAN RAFAEL, CA 94901

Member of 13(d)(3)  
group

DOUGLAS JAMES E III  
1101 FIFTH AVE  
SUITE 360  
SAN RAFAEL, CA 94901

Member of 13(d)(3)  
group

DOUGLAS FAMILY TRUST  
1101 FIFTH AVE  
SUITE 360  
SAN RAFAEL, CA 94901

Member of 13(d)(3)  
group

## Signatures

KEVIN DOUGLAS, By: /s/ Tim McGaw, attorney in fact

11/10/2009

\_\_Signature of Reporting Person

Date

JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE DESCENDANTS? TRUST,  
By: /s/ Tim McGaw, attorney in fact

11/10/2009

\_\_Signature of Reporting Person

Date

JAMES E. DOUGLAS III, By: /s/ Tim McGaw, attorney in fact

11/10/2009

\_\_Signature of Reporting Person

Date

DOUGLAS FAMILY TRUST, By: /s/ Tim McGaw, attorney in fact

11/10/2009

\_\_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) These shares are held directly and jointly by Kevin Douglas and his wife, Michelle Douglas.

(2) Each of the reporting persons hereunder (individually, a 'Reporting Person' and, collectively, the 'Reporting Persons') may be deemed a member of a 'group' within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the 'Exchange Act'), or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons. Although the Reporting Persons are reporting such securities as if they were members of a 'group,' the filing of this Form 4 shall not be deemed an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

(3) These shares are held directly by the James Douglas and Jean Douglas Irrevocable Descendants' Trust and indirectly by Kevin Douglas. Kevin Douglas and Michelle Douglas, husband and wife, are each a co-trustee of the James Douglas and Jean Douglas Irrevocable Descendants' Trust.

(4) These shares are held directly by the Douglas Family Trust and indirectly by Kevin Douglas. James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are each a co-trustee of the Douglas Family Trust.

(5) These shares are held directly by James E. Douglas, III and indirectly by Kevin Douglas.

**Remarks:**

Exhibit 24.1 : Power of Attorney

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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