

STAMPS.COM INC

Form 4

March 16, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUEBNER KYLE

(Last) (First) (Middle)

1990 E. GRAND AVE.

(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CFO & Co-President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/14/2017		M	6,338 A	\$ 12.55 22,556	D	
Common Stock	03/14/2017		M	29,524 A	\$ 32.41 52,080	D	
Common Stock	03/14/2017		S	4,800 D	\$ 127.7052 47,280 (1)	D	
Common Stock	03/14/2017		S	17,966 D	\$ 128.3513 29,314 (2)	D	
	03/14/2017		S	16,363 D	12,951	D	

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Common Stock					\$ 129.5699 (3)		
Common Stock	03/14/2017	S	10,871	D	\$ 130.3405 (4)	2,080	D
Common Stock	03/15/2017	M	17,391	A	\$ 32.41	19,471	D
Common Stock	03/15/2017	M	32,609	A	\$ 32.41	52,080	D
Common Stock	03/15/2017	S	2,933	D	\$ 129.6204 (5)	49,147	D
Common Stock	03/15/2017	S	6,536	D	\$ 130.6754 (6)	42,611	D
Common Stock	03/15/2017	S	17,234	D	\$ 131.4367 (7)	25,377	D
Common Stock	03/15/2017	S	12,013	D	\$ 132.285 (8)	13,364	D
Common Stock	03/15/2017	S	11,284	D	\$ 133.2255 (9)	2,080	D
Common Stock	03/16/2017	M	32,043	A	\$ 32.41	34,123	D
Common Stock	03/16/2017	M	2,995	A	\$ 32.41	37,118	D
Common Stock	03/16/2017	M	10,416	A	\$ 66.28	47,534	D
Common Stock	03/16/2017	S	15,752	D	\$ 131.1975 (10)	31,782	D
Common Stock	03/16/2017	S	24,068	D	\$ 131.8637 (11)	7,714	D
Common Stock	03/16/2017	S	5,634	D	\$ 132.9359 (12)	2,080	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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Common Stock)	\$ 12.55	03/14/2017		M	6,338	05/20/2011	05/20/2021	Common Stock	6,338
Stock Option (Common Stock)	\$ 32.41	03/14/2017		M	29,524	10/19/2014	09/19/2024	Common Stock	29,524
Stock Option (Common Stock)	\$ 32.41	03/15/2017		M	17,391	10/19/2014	09/19/2024	Common Stock	17,391
Stock Option (Common Stock)	\$ 32.41	03/15/2017		M	32,609	10/19/2015	09/19/2024	Common Stock	32,609
Stock Option (Common Stock)	\$ 32.41	03/16/2017		M	32,043	10/19/2015	09/19/2024	Common Stock	32,043
Incentive Stock Option (Common Stock)	\$ 32.41	03/16/2017		M	2,995	10/19/2015	09/19/2024	Common Stock	2,995
Stock Option (Common Stock)	\$ 66.28	03/16/2017		M	10,416	11/18/2015	04/09/2025	Common Stock	10,416

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUEBNER KYLE 1990 E. GRAND AVE. EL SEGUNDO, CA 90245			CFO & Co-President	

Signatures

/s/ Matthew A. Lipson, by Power of Attorney for Kyle Huebner

03/16/2017

__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 price reflects a weighted average of multiple prices ranging from \$127.50 to \$127.90. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (2) This sale price reflects a weighted average of multiple prices ranging from \$128.05 to \$128.85. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (3) This sale price reflects a weighted average of multiple prices ranging from \$129.00 to \$129.95. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (4) This sale price reflects a weighted average of multiple prices ranging from \$130.00 to \$130.90. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (5) This sale price reflects a weighted average of multiple prices ranging from \$129.45 to \$129.90. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (6) This sale price reflects a weighted average of multiple prices ranging from \$130.00 to \$130.95. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (7) This sale price reflects a weighted average of multiple prices ranging from \$131.00 to \$131.975. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (8) This sale price reflects a weighted average of multiple prices ranging from \$132.00 to \$132.975. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (9) This sale price reflects a weighted average of multiple prices ranging from \$133.00 to \$133.70. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (10) This sale price reflects a weighted average of multiple prices ranging from \$130.55 to \$131.50. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (11) This sale price reflects a weighted average of multiple prices ranging from \$131.525 to \$132.50. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

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This sale price reflects a weighted average of multiple prices ranging from \$132.525 to \$133.50. Full information regarding the number
(12) of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

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.