

MILLER LLOYD I III
Form 4
January 17, 2012

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 *
MILLER LLOYD I III

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

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)
4550 GORDON DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2012

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

NAPLES, FL 34102
(City) (State) (Zip)

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

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	(A) or (D) Price			
Common Stock	01/12/2012		S ⁽¹⁾		50,700	D	\$ 28.6463 ⁽²⁾	441,966 ⁽³⁾	I	By Milfam II L.P.
Common Stock	01/12/2012		S ⁽¹⁾		36,400	D	\$ 28.6463 ⁽²⁾	314,003	D	
Common Stock	01/12/2012		S ⁽¹⁾		27,300	D	\$ 28.6463 ⁽²⁾	232,044 ⁽³⁾	I	By Trust A-4 - Lloyd I. Miller
Common Stock	01/12/2012		S ⁽¹⁾		15,600	D	\$ 28.6463	135,033 ⁽³⁾	I	By Marli Miller

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						<u>(2)</u>		Managed	
Common Stock	01/13/2012	S ⁽¹⁾	2,700	D	\$ 29.5	126,061 ⁽³⁾	I	By Milgrat I (G7)	
Common Stock						58,505 ⁽³⁾	I	By Milgrat I (X7)	
Common Stock						55,000 ⁽³⁾	I	By Milfam I L.P.	
Common Stock						1,000 ⁽³⁾	I	By Lloyd I. Miller, custodian under Florida UGMA for Lloyd I. Miller, IV	
Common Stock						1,000 ⁽³⁾	I	By Lloyd I. Miller, custodian under Florida UGMA for Alexandra B. Miller	
Common Stock						29,489 ⁽³⁾	I	By Milfam NG LLC	

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.

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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. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

					of Shares	
Stock Option (Common Stock)	\$ 14.5		04/23/2004	04/23/2014	Common Stock	5,000
Stock Option (Common Stock)	\$ 20.69		05/25/2005	05/25/2015	Common Stock	5,000
Stock Option (Common Stock)	\$ 31.64		06/07/2006	06/07/2016	Common Stock	5,000
Stock Option (Common Stock)	\$ 13.81		06/06/2007	06/06/2017	Common Stock	5,000
Stock Option (Common Stock)	\$ 13.48		05/22/2008	05/22/2018	Common Stock	5,000
Stock Option (Common Stock)	\$ 8.86		06/25/2009	06/25/2019	Common Stock	5,000
Stock Option (Common Stock)	\$ 10.55		06/16/2010	06/16/2020	Common Stock	5,000
Stock Option (Common Stock)	\$ 12.33		06/15/2011	06/15/2021	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LLOYD I III 4550 GORDON DRIVE NAPLES, FL 34102	X	X		

Signatures

/s/ David J. Hoyt
Attorney-in-fact

01/17/2012

__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 pre-arranged trading plan compliant with Rule 10b5-1.
The price in Column 4 is a weighted average price. The prices actually paid ranged from \$28.00 to \$29.00 per share. The reporting person
- (2) will provide the Issuer, any security holder of the Issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.
The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing
- (3) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.

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.