

STAMPS.COM INC
Form 4
June 13, 2013

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

(Last) (First) (Middle)

222 LAKEVIEW AVENUE, SUITE 160-365

(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2013

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 below) Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 14,744 ⁽¹⁾ ⁽²⁾ | I | By LIMFAM LLC ⁽³⁾ |
| Common Stock | | | | | 43,920 ⁽²⁾ ⁽⁴⁾ ₍₅₎ | I | By Trust C - Lloyd I. Miller |
| Common Stock | | | | | 0 ⁽⁴⁾ | I | By Milgrat I (G7) |
| Common Stock | | | | | 235,760 ⁽⁶⁾ | D | |
| | | | | | 159,398 ⁽²⁾ | I | |

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| | | | | | | |
|--------------|---------|-------------|---|--|--|--|
| Common Stock | | | | | | By Trust A-4 - Lloyd I. Miller |
| Common Stock | 110,273 | (2) (7) | I | | | By Marli Miller Managed |
| Common Stock | 304,249 | (2) | I | | | By Milfam II L.P. |
| Common Stock | 0 | (5) (6) (7) | I | | | By Milgrat I (X7) |
| Common Stock | 55,000 | (2) | I | | | By Milfam I L.P. |
| Common Stock | 1,000 | (2) | I | | | By Lloyd I. Miller, custodian under Florida UGMA for Lloyd I. Miller, IV |
| Common Stock | 1,000 | (2) | I | | | By AMIL of Ohio, LLC |

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

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(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 | \$ 14.5 | | | | | 04/23/2004 04/23/2014 | Common Stock 5,000 |

| | | | | | | | | | |
|-----------------------------|----------|------------|--|---|------------|------------|--------------|--------------|-------|
| (Common Stock) | | | | | | | | | |
| 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 | |
| Stock Option (Common Stock) | \$ 23.18 | | | | 06/13/2012 | 06/13/2022 | Common Stock | 5,000 | |
| Stock Option (Common Stock) | \$ 37.19 | 06/12/2013 | | A | 5,000 | 06/12/2013 | 06/12/2023 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

MILLER LLOYD I III
222 LAKEVIEW AVENUE
SUITE 160-365
WEST PALM BEACH, FL 33401

Signatures

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

06/13/2013

__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) As a result of liquidating distributions to other members of the LLC, the Reporting Person is now reporting 14,744 securities held by Milfam NG LLC instead of 29,489 securities held by Milfam NG LLC as reported in prior filings. There has been no change in the Reporting Person's pecuniary interest in the securities referenced herein.

(2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing 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.

(3) Milfam NG LLC changed its legal entity name to LIMFAM LLC.

(4) On May 16, 2012, 20,040 securities held by Milgrat I (G7) were transferred to Trust C. Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

(5) On May 16, 2012, 10,573 securities held by Milgrat I (X7) were transferred to Trust C and on March 1, 2013, 13,307 securities held by Milgrat I (X7) were transferred to Trust C. Such transactions only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

(6) On March 1, 2013, 17,312 securities held by Milgrat I (X7) were transferred to Lloyd I. Miller, III. Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

(7) On March 1, 2013, 17,313 securities held by Milgrat I (X7) were transferred to Marli Miller Managed. Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

(8) No purchase price was paid for these options. These options were granted pursuant to the non-employee director automatic option grant program.

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