

STAMPS.COM INC
Form 4
February 29, 2008

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

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2008

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 | 02/28/2008 | | P | | 400 | A | \$ 8.75 | 258,694 ⁽¹⁾ | I | Trust A-4 - Lloyd I. Miller |
| Common Stock | 02/28/2008 | | P | | 200 | A | \$ 8.74 | 258,894 ⁽¹⁾ | I | Trust A-4 - Lloyd I. Miller |
| Common Stock | 02/28/2008 | | P | | 50 | A | \$ 8.73 | 258,944 ⁽¹⁾ | I | Trust A-4 - Lloyd I. Miller |
| Common Stock | 02/28/2008 | | P | | 400 | A | \$ 8.72 | 259,344 | I | Trust A-4 - Lloyd I. Miller |

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| | | | | |
|--------------|--|-------------------------------|---|---|
| Common Stock | | 150,633 <u>(1)</u> | I | By Marli Miller Managed |
| Common Stock | | 121,439 <u>(1)</u> <u>(2)</u> | I | Trust C - Lloyd I. Miller |
| Common Stock | | 300,403 | D | |
| Common Stock | | 55,000 <u>(1)</u> | I | By Milfam I L.P. |
| Common Stock | | 456,630 <u>(1)</u> | I | By Milfam II L.P. |
| Common Stock | | 1,000 <u>(1)</u> | I | By Lloyd I. Miller, III, custodian under Florida UGMA for Lloyd I. Miller, IV |
| Common Stock | | 1,000 <u>(1)</u> | I | By Lloyd I. Miller, III, custodian under Florida UGMA for Alexandra B. Miller |
| Common Stock | | 500 <u>(1)</u> | I | By Kimberly S. Miller |
| Common Stock | | 65,827 <u>(1)</u> <u>(2)</u> | I | By Milgrat I (JJJJ) |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 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. 3) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|--|

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| Derivative Security | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|----------|---|---|------------------|-----------------|--------------|----------------------------|
| | | Code | V | | | | |
| Options (right to buy) | \$ 14.5 | | | 04/23/2004 | 04/23/2014 | Common Stock | 5,000 |
| Options (right to buy) | \$ 20.69 | | | 05/25/2005 | 05/25/2015 | Common Stock | 5,000 |
| Options (right to buy) | \$ 31.64 | | | 06/07/2006 | 06/07/2016 | Common Stock | 5,000 |
| Options (right to buy) | \$ 13.81 | | | 06/06/2007 | 06/06/2017 | 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 | | | |

Signatures

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

02/29/2008

**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).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing (1) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any equity securities covered by this filing.

(2) On November 13, 2007, pursuant to a distribution made in connection with a grantor retained annuity trust, Milgrat I (JJJJ) transferred 121,439 shares to Turst 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 Act pursuant to Rule 16a-13.

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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