

STAMPS.COM INC
Form 4
March 08, 2006

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 *
HUEBNER KYLE

(Last) (First) (Middle)
12959 CORAL TREE PLACE

(Street)

LOS ANGELES, CA 90066

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2006

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)
Chief Financial Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2006		M		1	A	\$ 4.26
Common Stock	03/07/2006		M		4,526	A	\$ 3.78
Common Stock	03/07/2006		M		21,236	A	\$ 7.08
Common Stock	03/07/2006		M		554	A	\$ 9.82

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Common Stock)	\$ 4.26	03/07/2006		M	1	10/20/2000 ⁽¹⁾ 10/20/2010	Common Stock	1
Stock Option (Common Stock)	\$ 3.78	03/07/2006		M	4,526	03/29/2001 ⁽²⁾ 03/29/2011	Common Stock	4,526
Stock Option (Common Stock)	\$ 7.08	03/07/2006		M	21,236	05/02/2002 ⁽³⁾ 05/02/2012	Common Stock	21,236
Stock Option (Common Stock)	\$ 9.82	03/07/2006		M	554	10/27/2003 ⁽⁴⁾ 10/27/2013	Common Stock	554

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUEBNER KYLE 12959 CORAL TREE PLACE LOS ANGELES, CA 90066			Chief Financial Officer	

Signatures

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

03/08/2006

__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 option becomes exercisable in equal installments over 36 months. The first vesting date is November 20, 2000.
 - (2) This option becomes exercisable in equal installments over 36 months. The first vesting date is April 29, 2001.
 - (3) This option becomes exercisable in equal installments over 36 months. The first vesting date is June 2, 2002.
 - (4) This option becomes exercisable in equal installments over 36 months. The first vesting date is November 27, 2003.

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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