

STAMPS.COM INC

Form 4

March 16, 2006

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 *
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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

NAPLES, FL 34102

(City) (State) (Zip)

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	03/15/2006		S ⁽¹⁾	15,833 D	\$ 34.8337	553,794 ⁽²⁾ I	By Lloyd I. Miller, III, Trust A-4
Common Stock	03/15/2006		S ⁽¹⁾	34,785 D	\$ 35.3113	519,009 ⁽²⁾ I	By Lloyd I. Miller, III, Trust A-4
Common Stock						187,266 ⁽²⁾ I	By Lloyd I. Miller, III, Trust C
						208,400 D	

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Common Stock							
Common Stock		55,000 ⁽²⁾	I			By Milfam I L.P.	
Common Stock		456,630 ⁽²⁾	I			By Milfam II L.P.	
						By Lloyd I. Miller, III, custodian under Florida UGMA for Lloyd I. Miller, IV	
Common Stock		1,000 ⁽²⁾	I				
						By Lloyd I. Miller, III, custodian under Florida UGMA for Alexandra B. Miller	
Common Stock		1,000 ⁽²⁾	I				
						By Kimberly S. Miller	
Common Stock		500 ⁽²⁾	I				
						By Marli Miller Managed	
Common Stock		150,633 ⁽²⁾	I				

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

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SEC 1474
(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv Secur (Instr.
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(Instr. 3,
4, and 5)

		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V (A) (D)				
Options (right to buy)	\$ 20.69	05/25/2005	05/25/2015	Common Stock	5,000
Options (right to buy)	\$ 14.5	04/23/2004	04/23/2014	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
03/16/2006

__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 sale was executed pursuant to a pre-arranged trading plan compliant with Rule 10b5-1.

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

(2) 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.

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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