

STAMPS.COM INC

Form 4

April 13, 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

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MILLER LLOYD I III**

(Last) (First) (Middle)

4550 GORDON DRIVE

(Street)

NAPLES, FL 34102

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/12/2006**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/12/2006                              |                                                             | S <sup>(1)</sup>                     | 4,480 D \$<br>36.0489                                                   | 487,394 <sup>(2)</sup>                                                                                             | I                                                                       | Trust A-4 -<br>Lloyd I.<br>Miller                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 150,633 <sup>(2)</sup>                                                                                             | I                                                                       | By Marli<br>Miller<br>Managed                                     |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 187,266 <sup>(2)</sup>                                                                                             | I                                                                       | Trust C -<br>Lloyd I.<br>Miller                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 208,400                                                                                                            | D                                                                       |                                                                   |

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|              |                        |   |                                                                               |
|--------------|------------------------|---|-------------------------------------------------------------------------------|
| Common Stock | 55,000 <sup>(2)</sup>  | I | By Milfam I L.P.                                                              |
| Common Stock | 456,630 <sup>(2)</sup> | I | By Milfam II L.P.                                                             |
| Common Stock | 1,000 <sup>(2)</sup>   | I | By Lloyd I. Miller, III, custodian under Florida UGMA for Lloyd I. Miller, IV |
| Common Stock | 1,000 <sup>(2)</sup>   | I | By Lloyd I. Miller, III, custodian under Florida UGMA for Alexandra B. Miller |
| Common Stock | 500 <sup>(2)</sup>     | I | By Kimberly S. Miller                                                         |

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.**

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) (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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            | \$ 20.69                                               |                                      |                                                    | Code V                         | (A) (D)                                                                                 | Date Exercisable 05/25/2005 Expiration Date 05/25/2015   | Title Amount or Number of Shares 5,000                        |                                                             |

Options  
(right to  
buy)

Common  
Stock

Options  
(right to     \$ 14.5  
buy)

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<br>4550 GORDON DRIVE<br>NAPLES, FL 34102 | X             |           |         |       |

## Signatures

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

04/13/2006

\_\_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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