

STAMPS.COM INC  
Form 4  
May 31, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BORTNAK JAMES**

(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)  
**05/30/2006**

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)

V.P., Sales and Marketing

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	(D)	Price
Common Stock	05/30/2006		M <sup>(1)</sup>		4,583	A	\$ 9.02
Common Stock	05/30/2006		M <sup>(1)</sup>		15,417	A	\$ 17.5
Common Stock	05/30/2006		S <sup>(2)</sup>		20,000	D	\$ 31.4

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

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SEC 1474  
(9-02)

number.

**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)	Amount or Number of Shares
Stock Option (Common Stock)	\$ 9.02	05/30/2006		M <sup>(1)</sup>	4,583	10/27/2003 <sup>(3)</sup> 10/27/2013	Common Stock	4,583
Stock Option (Common Stock)	\$ 17.5	05/30/2006		M <sup>(1)</sup>	15,417	11/03/2004 <sup>(4)</sup> 11/03/2014	Common Stock	15,417

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BORTNAK JAMES 12959 CORAL TREE PLACE LOS ANGELES, CA 90066			V.P., Sales and Marketing	

## Signatures

/s/ Matthew A. Lipson, by Power of Attorney for James Bortnak 05/31/2006

\_\_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 exercise was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.

(2) This sale was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.

(3) This option becomes exercisable in equal installments over 36 months. The first vesting date is November 27, 2003.

(4) This option becomes exercisable in equal installments over 36 months. The first vesting date is December 3, 2004.

## Remarks:

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All transactions reported on this form were executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.