STAMPS.COM INC

Form 4 May 18, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(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				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)				
4550 GORDON DRIVE		("" ")	(Month/Day/Year) 05/17/2005	_X_ DirectorX10% Owner Officer (give titleOther (specify below)				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
NAPLES, FL 34102			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(Stata)	(Zin)						

(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. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of		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	05/17/2005		S	25,100	D	\$ 21.3728	1,263,730 (1)	I	By Milfam II L.P.	
Common Stock							673,794 (1)	I	By Lloyd I. Miller, III, Trust A-4	
Common Stock							137,374 (1)	I	By Lloyd I. Miller, III, Trust C	
Common Stock							111,123 (1)	I	By Milgrat I (AAA)	

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Common Stock				55,000 (1)	I	By Milfam I L.P.	
Common Stock				239,901	D		
Common Stock				1,000 (1)	I	By Lloyd I. Miller, III, custodian under Florida UGMA for Lloyd I. Miller, IV	
Common Stock				1,000 (1)	I	By Lloyd I. Miller, III, custodian under Florida UGMA for Alexandra B. Miller	
Common Stock				500 (1)	I	By Kimberly S. Miller	
Common Stock				182,901 <u>(1)</u>	I	By Marli Miller Managed	
Reminder: Report on a se	parate line for each cla	ss of securities benef	Persons who respondered in the content of the conte	oond to the collec ined in this form and unless the form	are not n	SEC 1474 (9-02)	
			uired, Disposed of, or B , options, convertible se				
1. Title of 2. Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	TransactionNumber E	. Date Exercisable an Expiration Date Month/Day/Year)	nd	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Prio Deriv Secur (Instr.

(Instr. 3, 4, and 5)

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Amount or Expiration Date Number Title Exercisable Date of Code V (A) (D) Shares **Options** Common 04/23/2004 04/23/2014 (right to \$ 14.5 5,000 Stock buy)

Reporting Owners

 $\frac{\text{Reporting Owner Name / Address}}{\text{Director}} \frac{\text{Relationships}}{10\% \text{ Owner}} \frac{\text{Officer}}{\text{Other}}$ $\frac{\text{MILLER LLOYD I III}}{4550 \text{ GORDON DRIVE}} \frac{\text{X}}{\text{X}} \frac{\text{X}}{\text{NAPLES, FL 34102}}$

Signatures

/s/ David J. Hoyt Attorney-in-fact 05/18/2005

**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.

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.

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