STAMPS.COM INC

Form 4

March 17, 2006

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

1(b).

(Print or Type Responses)

MILLER LLOYD I III

1. Name and Address of Reporting Person \*

		S'	STAMPS.COM INC [STMP]			(Check all applicable)				
(Last) 4550 GOR	(First) DON DRIVE	(N	Date of Earliest Month/Day/Year) 3/16/2006				_X_ Director Officer (giv	109	% Owner her (specify	
(Street) NAPLES, FL 34102			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non	-Derivative	Secu	rities Acq	uired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		ate, if Transac Code 'Year) (Instr. 8	4. Securition(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	03/16/2006		S(1)	1,215	D	\$ 35.57	517,794 (2)	I	By Lloyd I. Miller, III, Trust A-4	
Common Stock							150,633 (2)	I	By Marli Miller Managed	
Common Stock							187,266 <u>(2)</u>	I	By Lloyd I. Miller, III, Trust C	
Common Stock							208,400	D		

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Common Stock	55,000 (2)	I	By Milfam I L.P.
Common Stock	456,630 (2)	I	By Milfam II L.P.
Common Stock	1,000 (2)	I	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	500 (2)	I	By Kimberly S. Miller
Damindan Danast on a concepts line for each class of convertion handfieldly arrand directly as	ndiraatly		

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)	4. Transactic Code (Instr. 8)	5. 6. Date Exercisable and DiNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriv Secur (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	\$ 20.69				05/25/2005	05/25/2015		5,000	

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Options (right to buy)

Options (right to buy)

Options (right to \$ 14.5 buy)

Options (right to \$ 14.5 buy)

Od/23/2004 Od/23/2014 Common Stock 5,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MILLER LLOYD I III

4550 GORDON DRIVE X

NAPLES, FL 34102

## **Signatures**

/s/ David J. Hoyt Attorney-in-fact 03/17/2006

\*\*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. 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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