Edgar Filing: STAMPS.COM INC - Form 4

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Form 4	JM INC										
April 07, 200									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287			
Check thi if no long subject to Section 1 Form 4 o Form 5		SECUR	ITIES		NERSHIP OF	Expires: Estimated a burden hou response					
obligation may cont <i>See</i> Instru 1(b).	ns Section 1	7(a) of the	Public Ut		ling Com	ipany	Act of	e Act of 1934, E 1935 or Section 40	n		
(Print or Type F	Responses)										
			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 Tra	ansaction		(Check all applicable)				
			(Month/Day/Year) 04/06/2006					Director 10% Owner X Officer (give title Other (specify below) Dther (specify below) Chief Financial Officer 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
				endment, Date Original nth/Day/Year)							
LOS ANGE	LES, CA 9006	66						Form filed by N Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	ty (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	04/06/2006			Code V M	Amount 15,474	or (D) A	Price \$ 3.78	(Instr. 3 and 4) 60,321	D		
Common Stock	04/06/2006			S	15,474	D	\$ 36	44,847	D		

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

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 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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Common Stock)	\$ 3.78	04/06/2006		М	15,474	03/29/2001 <u>(1)</u>	03/29/2011	Common Stock	15,4

Reporting Owners

Reporting Owner Name / Address	Relationships							
i o	Director	10% Owner	Officer	Other				
HUEBNER KYLE 12959 CORAL TREE PLACE LOS ANGELES, CA 90066			Chief Financi	al Officer				
Signatures								
/s/ Matthew A. Lipson, by Powe Huebner	e	04/07/2006						

**Signature of Reporting Person

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 option becomes exercisable in equal installments over 36 months. The first vesting date is April 29, 2001.

Remarks:

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

Date

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.