MILLER LLOYD I III

Form 5

February 14, 2012

OMB APPROVAL FORM 5 **OMB**

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

1(b).

30(h) of the Investment Company Act of 1940

Transactions Reported

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

1. Name and AdmILLER LL (Last)		Symbol STAM (Month/	 2. Issuer Name and Ticker or Trading Symbol STAMPS.COM INC [STMP] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011 			ed - -	Ssuer (Chec _X_ Director Officer (give				
222 LAKEV						l	below)	below)			
AVENUE, SUITE 160-365											
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			(6. Individual or Joint/Group Reporting				
		`					(check applicable line)				
WEST PALI BEACH, F							_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person				
(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	Code	4. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	07/22/2011	Â	G	1,000	A	\$0	1,000 (1)	I	By AMIL of Ohio, LLC (2)		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transaction Code	5. Number of	6. Date Exerc Expiration Do (Month/Day/	ate	7. Title Amou Under	nt of	8. Price of Derivative Security	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e	. va.,	Securi	, ,	(Instr. 5)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

of D

 $\mathbf{F}_{\mathbf{i}}$

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of more remainer, remained	Director	10% Owner	Officer	Other			
MILLER LLOYD I III							
222 LAKEVIEW AVENUE	â v	Â	â	â			
SUITE 160-365	АЛ	Α	А	A			
WEST PALM BEACH, FL 33401							

Signatures

/s/ David J. Hoyt Attorney-in-fact 02/14/2012

**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 Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.
 - Prior to October 22, 2010, these 1,000 shares of the issuer's common stock were held in a Florida UGMA account for the benefit of Alexandra B. Miller ("Ms. Miller") and were reported by the Reporting Person as indirect beneficial ownership through such UGMA account. The UGMA account for Ms. Miller terminated automatically in accordance with its terms on October 22, 2010, and until July
- (2) 21, 2011 these 1,000 shares were owned by Ms. Miller, and were then transferred to AMIL of Ohio, LLC. The Reporting Person indirectly holds 0.01% interest in AMIL of Ohio, LLC and Ms. Miller holds, directly or indirectly, the remaining interest. The shares transferred to AMIL of Ohio, LLC may be deemed the gift of 0.01% of such shares (i.e., approximately one-tenth of a share of the issuer) indirectly to the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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