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STAMPS.COM INC

Reported by

BORTNAK JAMES

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/23/12 for the Period Ending 05/21/12

Address	12959 CORAL TREE PLACE LOS ANGELES, CA 90066-7020
Telephone	3104825800
CIK	0001082923
Symbol	STMP
SIC Code	5961 - Catalog and Mail-Order Houses
Industry	Retail (Catalog & Mail Order)
Sector	Services
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BORTNAK JAMES (Last) (First) (Middle)	**STAMPS.COM INC [STMP]**	_____ Director _____ 10% Owner
12959 CORAL TREE PLACE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **5/21/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Co-President and Corp & BusDev**
LOS ANGELES, CA 90066 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**5/21/2012**		**M**		**2777**	**A**	**$12.55**	**6299**	**D**	
Common Stock	**5/21/2012**		**S** (1)		**2777**	**D**	**$24.53**	**3522**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Common Stock)	**$12.55**	**5/21/2012**		**M**			**2777**	**5/20/2011**	**5/20/2021**	**Common Stock**	**2777**	**$0.00**	**64480**	**D**	

Explanation of Responses:

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

Remarks:

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BORTNAK JAMES **12959 CORAL TREE PLACE** **LOS ANGELES, CA 90066**			**Co-President and Corp & BusDev**	

Signatures

/s/ Matthew A. Lipson, by Power of Attorney for James Bortnak	5/23/2012
** Signature of Reporting Person	Date

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

***** 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).

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

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