

STAMPS.COM INC  
Form 4  
March 14, 2006

**FORM 4**

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

OMB APPROVAL

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

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLER LLOYD I III

(Last) (First) (Middle)  
4550 GORDON DRIVE  
(Street)  
NAPLES, FL 34102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STAMPS.COM INC [STMP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/13/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	(D)	Price			
Common Stock	03/13/2006		S <sup>(1)</sup>		59,800	D	\$ 33.4915	613,794 <sup>(2)</sup>	I	By Lloyd I. Miller, III, Trust A-4
Common Stock	03/13/2006		S <sup>(1)</sup>		44,167	D	\$ 34.3396	569,627 <sup>(2)</sup>	I	By Lloyd I. Miller, III, Trust A-4
Common Stock								187,266 <sup>(2)</sup>	I	By Lloyd I. Miller, III, Trust C
								208,400	D	

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Common Stock							
Common Stock			55,000 <sup>(2)</sup>	I		By Milfam I L.P.	
Common Stock			456,630 <sup>(2)</sup>	I		By Milfam II L.P.	
Common Stock			1,000 <sup>(2)</sup>	I		By Lloyd I. Miller, III, custodian under Florida UGMA for Lloyd I. Miller, IV	
Common Stock			1,000 <sup>(2)</sup>	I		By Lloyd I. Miller, III, custodian under Florida UGMA for Alexandra B. Miller	
Common Stock			500 <sup>(2)</sup>	I		By Kimberly S. Miller	
Common Stock			150,633 <sup>(2)</sup>	I		By Marli Miller Managed	

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.**

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(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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Priority of Derivative Security (Instr. 3)
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(Instr. 3,  
4, and 5)

Options (right to buy)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
					Code	V	(A) (D)
\$ 20.69	05/25/2005	05/25/2015	Common Stock	5,000			
\$ 14.5	04/23/2004	04/23/2014	Common Stock	5,000			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LLOYD I III 4550 GORDON DRIVE NAPLES, FL 34102		X		

## Signatures

/s/ David J. Hoyt  
 Attorney-in-fact  
 03/14/2006

\_\_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.

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