

STAMPS.COM INC
Form 4
February 29, 2008

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4550 GORDON DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2008

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

NAPLES, FL 34102
(City) (State) (Zip)

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

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	(A) or (D)	Price			
Common Stock	02/28/2008		P		400	A	\$ 8.75	258,694 ⁽¹⁾	I	Trust A-4 - Lloyd I. Miller
Common Stock	02/28/2008		P		200	A	\$ 8.74	258,894 ⁽¹⁾	I	Trust A-4 - Lloyd I. Miller
Common Stock	02/28/2008		P		50	A	\$ 8.73	258,944 ⁽¹⁾	I	Trust A-4 - Lloyd I. Miller
Common Stock	02/28/2008		P		400	A	\$ 8.72	259,344	I	Trust A-4 - Lloyd I. Miller

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Common Stock		150,633 <u>(1)</u>	I	By Marli Miller Managed
Common Stock		121,439 <u>(1)</u> <u>(2)</u>	I	Trust C - Lloyd I. Miller
Common Stock		300,403	D	
Common Stock		55,000 <u>(1)</u>	I	By Milfam I L.P.
Common Stock		456,630 <u>(1)</u>	I	By Milfam II L.P.
Common Stock		1,000 <u>(1)</u>	I	By Lloyd I. Miller, III, custodian under Florida UGMA for Lloyd I. Miller, IV
Common Stock		1,000 <u>(1)</u>	I	By Lloyd I. Miller, III, custodian under Florida UGMA for Alexandra B. Miller
Common Stock		500 <u>(1)</u>	I	By Kimberly S. Miller
Common Stock		65,827 <u>(1)</u> <u>(2)</u>	I	By Milgrat I (JJJJ)

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)
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Derivative Security	Price	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 14.5					04/23/2004	04/23/2014	Common Stock	5,000
Options (right to buy)	\$ 20.69					05/25/2005	05/25/2015	Common Stock	5,000
Options (right to buy)	\$ 31.64					06/07/2006	06/07/2016	Common Stock	5,000
Options (right to buy)	\$ 13.81					06/06/2007	06/06/2017	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

02/29/2008

**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 Act or otherwise, the beneficial owner of any equity securities covered by this filing.
- (2) On November 13, 2007, pursuant to a distribution made in connection with a grantor retained annuity trust, Milgrat I (JJJJ) transferred 121,439 shares to Turst C. Such transactions only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Act pursuant to Rule 16a-13.

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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