

Clem John Roland
Form 4
October 13, 2017

FORM 4

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Clem John Roland

(Last) (First) (Middle)
1990 E. GRAND AVE.
(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2017

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)
Chief Product & Strategy Officer

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 or Price | | |
| Common Stock | 10/11/2017 | | M | | 3,472 A \$ 32.41 | D | |
| Common Stock | 10/11/2017 | | S ⁽¹⁾ | | 3,037 D \$ 220.2673 | D | |
| Common Stock | 10/11/2017 | | S ⁽¹⁾ | | 435 D \$ 221.2184 | D | |
| Common Stock | 10/12/2017 | | M | | 5,728 A \$ 32.41 | D | |
| | 10/12/2017 | | S ⁽¹⁾ | | 1,300 D | D | |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----|----------|-------|---|
| Common Stock | | | | | \$ | 220.2885 | | |
| | | | | | (4) | | | |
| Common Stock | 10/12/2017 | S ⁽¹⁾ | 600 | D | \$ | 221.575 | 7,738 | D |
| | | | | | (5) | | | |
| Common Stock | 10/12/2017 | S ⁽¹⁾ | 2,582 | D | \$ | 222.7694 | 5,156 | D |
| | | | | | (6) | | | |
| Common Stock | 10/12/2017 | S ⁽¹⁾ | 1,246 | D | \$ | 223.6555 | 3,910 | D |
| | | | | | (7) | | | |

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 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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Common Stock) | \$ 32.41 | 10/11/2017 | | M | 3,472 | 10/19/2015 09/19/2024 | Common Stock | 3,472 | |
| Stock Option (Common Stock) | \$ 32.41 | 10/12/2017 | | M | 5,728 | 10/19/2015 09/19/2024 | Common Stock | 5,728 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Clem John Roland
1990 E. GRAND AVE.
EL SEGUNDO, CA 90245

Chief Product & Strategy Office

Signatures

/s/ Matthew A. Lipson, by Power of Attorney for John
Clem

10/13/2017

__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 prearranged trading plan compliant with Rule 10b5-1.

This sale price reflects a weighted average of multiple prices ranging from \$220.00 to \$220.95. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(3) This sale price reflects a weighted average of multiple prices ranging from \$221.00 to \$221.65. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(4) This sale price reflects a weighted average of multiple prices ranging from \$220.00 to \$220.85. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(5) This sale price reflects a weighted average of multiple prices ranging from \$221.05 to \$221.95. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(6) This sale price reflects a weighted average of multiple prices ranging from \$222.30 to \$223.25. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(7) This sale price reflects a weighted average of multiple prices ranging from \$223.30 to \$224.05. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

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.