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PITNEY BOWES INC /DE/  
Form 8-K  
May 17, 2004

United States  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549-1004

FORM 8 - K

CURRENT REPORT PURSUANT TO SECTION 13 OR  
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 14, 2004

PITNEY BOWES INC.

Commission File Number: 1-3579

State of Incorporation  
Delaware

IRS Employer Identification No.  
06-0495050

World Headquarters  
1 Elmcroft Road  
Stamford, Connecticut 06926-0700  
Telephone Number: (203) 356-5000

Item 7 - Financial Statements and Exhibits

c. Exhibits.

The following exhibit is furnished in accordance with the provisions of Item 601 of Regulation S-K:

| Exhibit | Description  |
|---------|--|
| (99.1)  | Memorandum to directors and executive officers, dated May 14, 2004 |

Item 11 - Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

On May 14, 2004, Pitney Bowes Inc. (the "Company") sent a Blackout Notice 401(k)

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Conversion memorandum to its directors and executive officers informing them that a blackout period will be in effect beginning on June 22, 2004 through July 6, 2004 prohibiting them from directly or indirectly purchasing, selling or otherwise acquiring or transferring any equity securities of the Company (or derivative securities of those equity securities, such as stock options.) This memorandum was provided as a cautionary matter to ensure compliance with Section 306(a) of the Sarbanes-Oxley Act of 2002.

A copy of the memorandum is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Signatures  
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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PITNEY BOWES INC.

May 17, 2004

/s/ B.P. Nolop  
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B. P. Nolop  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

/s/ J.R. Catapano  
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J. R. Catapano  
Controller  
(Principal Accounting Officer)