

Priceline Group Inc.  
Form 4  
November 18, 2014

# 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 \*  
BOYD JEFFERY H

(Last) (First) (Middle)

THE PRICELINE GROUP  
INC., 800 CONNECTICUT  
AVENUE

(Street)

NORWALK, CT 06854

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Priceline Group Inc. [PCLN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/17/2014

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock <sup>(1)</sup> <sub>(3)</sub>	11/17/2014		S	300	D	\$ 1,150.48	8,366	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <sub>(4)</sub>	11/17/2014		S	400	D	\$ 1,151.58	7,966	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <sub>(5)</sub>	11/17/2014		S	600	D	\$ 1,152.52	7,366	I	F/N <sup>(2)</sup>
Common	11/17/2014		S	900	D	\$	6,466	I	F/N <sup>(2)</sup>

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Stock <sup>(1)</sup> <u>(6)</u>						1,154.25			
Common Stock <sup>(1)</sup> <u>(7)</u>	11/17/2014	S	319	D	\$	1,156.08	6,147	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <u>(8)</u>	11/17/2014	S	569	D	\$	1,158.39	5,578	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <u>(9)</u>	11/17/2014	S	600	D	\$	1,159.47	4,978	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <u>(10)</u>	11/17/2014	S	681	D	\$	1,162.02	4,297	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <u>(11)</u>	11/17/2014	S	900	D	\$	1,163.01	3,397	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <u>(12)</u>	11/17/2014	S	100	D	\$	1,163.87	3,297	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <u>(13)</u>	11/17/2014	S	1,500	D	\$	1,166.49	1,797	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <u>(14)</u>	11/17/2014	S	631	D	\$	1,167.9	1,166	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <u>(15)</u>	11/17/2014	S	800	D	\$	1,169.32	366	I	F/N <sup>(2)</sup>
Common Stock <sup>(1)</sup> <u>(16)</u>	11/17/2014	S	200	D	\$	1,170.61	166	I	F/N <sup>(16)</sup>
Common Stock							176,625	D	

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

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SEC 1474  
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. Transaction Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD JEFFERY H THE PRICELINE GROUP INC. 800 CONNECTICUT AVENUE NORWALK, CT 06854	X			

## Signatures

/s/ Jeffery H. Boyd  
11/18/2014

Date

\*\*Signature of Reporting Person

## 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) The shares were sold pursuant to a sales plan, dated September 8, 2014, which complies with the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.
- (2) Represents: (1) 8,500 shares held by a charitable foundation controlled by Mr. Boyd, and (2) 166 shares held by an immediate family member. Mr. Boyd disclaims beneficial ownership of these shares.
- (3) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,150.05 - \$1,150.97. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.
- (4) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,151.05 - \$1,152.04. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.
- (5) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,152.24 - \$1,153.19. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.
- (6) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,153.86 - \$1,154.78. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.
- (7)

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Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,155.56 - \$1,156.45. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(8) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,157.89 - \$1,158.86. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(9) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,159.05 - \$1,159.83. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(10) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,161.63 - \$1,162.58. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(11) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,162.72 - \$1,163.41. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(12) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,166.00 - \$1,166.90. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(13) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,167.55 - \$1,168.05. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(14) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,168.98 - \$1,169.05. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(15) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,170.58 - \$1,170.64. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(16) Represents shares held by an immediate family member. Mr. Boyd disclaims beneficial ownership of these shares.

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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