

PRICELINE COM INC
Form 4
March 03, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
800 CONNECTICUT AVENUE

(Street)

NORWALK, CT 06854

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRICELINE COM INC [PCLN]

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

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)
President and CEO

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		S		100	D	\$ 121.32
Common Stock	02/28/2008		S		100	D	\$ 121.33
Common Stock	02/28/2008		S		100	D	\$ 121.38
Common Stock	02/28/2008		S		400	D	\$ 121.4
Common Stock	02/28/2008		S		500	D	\$ 121.41

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Common Stock	02/28/2008	S	200	D	\$ 121.42	150,582	D	
Common Stock	02/28/2008	S	490	D	\$ 121.48	150,092	D	
Common Stock	02/28/2008	S	100	D	\$ 121.49	149,992	D	
Common Stock	02/28/2008	S	700	D	\$ 121.52	149,292	D	
Common Stock	02/28/2008	S	200	D	\$ 121.53	149,092	D	
Common Stock	02/28/2008	S	600	D	\$ 121.54	148,492	D	
Common Stock	02/28/2008	S	200	D	\$ 121.55	148,292	D	
Common Stock	02/28/2008	S	200	D	\$ 121.56	148,092	D	
Common Stock	02/28/2008	S	100	D	\$ 121.57	147,992	D	
Common Stock	02/28/2008	S	100	D	\$ 121.58	147,892	D	
Common Stock	02/28/2008	S	600	D	\$ 121.9	147,292	D	
Common Stock	02/28/2008	S	200	D	\$ 122.01	147,092	D	
Common Stock	02/28/2008	S	200	D	\$ 122.1	146,892	D	
Common Stock	02/28/2008	S	500	D	\$ 122.2	146,392	D	
Common Stock	02/28/2008	S	90	D	\$ 122.32	146,302	D	
Common Stock ⁽¹⁾	02/28/2008	S	100	D	\$ 122.56	146,202	D	
2006 Performance Share Units						45,000	D	
2007 Performance Share Units						33,000	D	
Common Stock						166	I	See Footnote <u>(2)</u>

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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 800 CONNECTICUT AVENUE NORWALK, CT 06854	X		President and CEO	

Signatures

/s/ Jeffery H. Boyd 03/03/2008

__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).
- (1) On February 28, 2008, 40,000 shares of priceline.com Incorporated restricted common stock granted to Mr. Boyd on February 1, 2005, vested. 16,850 shares were sold pursuant to the provisions of a sales plan that complies with the requirements of Rule 10b5-1(c)(1) under the Securities and Exchange Act of 1934, as amended, to cover the estimated amount of taxes due in connection with the vesting of the restricted common stock.
- (2) Shares held by an immediate family member, of which Mr. Boyd disclaims beneficial ownership.

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.