

PRICELINE COM INC  
Form 4  
March 04, 2011

# 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 \*  
Currie Adrian

(Last) (First) (Middle)

C/O PRICELINE.COM  
INCORPORATED, 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)  
03/04/2011

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)  
MD, AUS/N.Z., Booking.com B.V.

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   |   |   |
| 2011 Performance Share Unit Grant <sup>(1)</sup> | 03/04/2011                           |  | A                              | 2,152   | A   | \$ 0   | 2,152   | D |
| Common Stock                                     |                                      |  |                                |   |   |  | 18,126  | D |
| 2010 Performance Share Units <sup>(2)</sup>      |                                      |  |                                |   |   |  | 3,961   | D |
| Restricted                                       |                                      |  |                                |   |   |  | 1,500   | D |

Stock Units

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (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                          |
| Currie Adrian<br>C/O PRICELINE.COM INCORPORATED<br>800 CONNECTICUT AVENUE<br>NORWALK, CT 06854 |               |           |         | MD, AUS/N.Z., Booking.com B.V. |

## Signatures

/s/ Adrian Currie                      03/04/2011  
 \*\*Signature of                              Date  
 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).

On March 4, 2011, Mr. Currie was granted 2,152 priceline.com Incorporated (the "Company") performance share units. The exact number of shares to be issued to Mr. Currie, which could be as many as two times the initial grant or, alternatively, no shares, will depend upon, among other things, the Company's financial performance. The shares, if any, will be issued on or about March 4, 2014 or earlier, in the event of, among other things, a "change in control", (as defined in the performance share unit agreement) of the Company and/or termination of employment in certain circumstances.

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- (2) Represents "target" number of performance share units outstanding. The actual number of shares issued, if any, could increase depending on certain performance factors.

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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