

PRICELINE COM INC
Form 4
March 10, 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 *
MYLOD ROBERT J JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

800 CONNECTICUT AVENUE

03/09/2011

Vice Chairman

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORWALK, CT 06854

(City) (State) (Zip)

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 <u>(1)</u>	03/09/2011		S		100	D	\$ 465.36
Common Stock <u>(1) (2)</u>	03/09/2011		S		400	D	\$ 468.82
Common Stock <u>(1) (3)</u>	03/09/2011		S		400	D	\$ 469.9
Common Stock <u>(1)</u>	03/09/2011		S		100	D	\$ 471.44
2010 Performance Share Units							12,192

(4)

Restricted
Stock Units

19,358 D

(5)

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

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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. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MYLOD ROBERT J JR 800 CONNECTICUT AVENUE NORWALK, CT 06854			Vice Chairman	

Signatures

/s/ Robert J. Mylod, Jr. 03/10/2011

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) The shares were sold pursuant to a sales plan, dated November 17, 2010, that complies with the requirements of Rule 10b5-1(c)(1) under the Securities and Exchange Act of 1934, as amended.

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- (2) Represents the weighted average sales price. The range of prices received for the reported transactions was \$468.40 - 469.19. Upon request by the Commission staff, priceline.com will provide full information regarding the number of shares sold at each separate price.
- (3) Represents the weighted average sales price. The range of prices received for the reported transactions was \$469.67- 470.01. Upon request by the Commission staff, priceline.com will provide full information regarding the number of shares sold at each separate price.
- (4) Represents "target" number of performance share units outstanding. The actual number of shares issued, if any, could increase or decrease depending on certain performance factors.
- (5) Represents "target" number of restricted stock units outstanding. The actual number of shares issued, if any, could decrease 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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