

PRICELINE COM INC
Form 4
March 22, 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 *
Koolen Kees

(Last) (First) (Middle)

**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)
03/21/2011

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)
COO, Booking.com BV

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <u>(1)</u> <u>(2)</u>	03/21/2011		S	D	\$ 444.17	51,511	D
Common Stock <u>(1)</u> <u>(3)</u>	03/21/2011		S	D	\$ 444.9	48,811	D
Common Stock <u>(1)</u> <u>(4)</u>	03/21/2011		S	D	\$ 446.02	47,511	D
Common Stock <u>(1)</u> <u>(5)</u>	03/21/2011		S	D	\$ 447.08	43,511	D
Common Stock <u>(1)</u> <u>(6)</u>	03/21/2011		S	D	\$ 448.17	40,211	D

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Common Stock <u>(1)</u> <u>(7)</u>	03/21/2011	S	600	D	\$ 449.38	39,611	D
Common Stock <u>(1)</u> <u>(8)</u>	03/21/2011	S	500	D	\$ 450.86	39,111	D
Common Stock <u>(1)</u>	03/21/2011	S	100	D	\$ 451.75	39,011	D
2010 Performance Share Units <u>(9)</u>						12,096	D
2011 Performance Share Units <u>(9)</u>						9,144	D
Restricted Stock Units						21,838	D

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 (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
COO, Booking.com BV

Koolen Kees
PRICELINE.COM INCORPORATED
800 CONNECTICUT AVENUE
NORWALK, CT 06854

Signatures

/s/ Kees Koolen 03/22/2011

**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 29, 2010, that complies with the requirements of Rule 10b5-1(c)(1) under the Securities and Exchange Act of 1934, as amended.
- (2) Represents the weighted average sales price. The range of prices received for the reported transactions was \$443.52 - \$444.45. 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 \$444.59 - \$445.41. Upon request by the Commission staff, priceline.com 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 \$445.71 - \$446.30. Upon request by the Commission staff, priceline.com 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 \$446.71 - \$447.6891. Upon request by the Commission staff, priceline.com 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 \$447.76 - \$448.56. Upon request by the Commission staff, priceline.com will provide full information regarding the number of shares sold at each separate price.
- (7) Represents the weighted average sales price. The range of prices received for the reported transactions was \$448.785 - \$449.69. Upon request by the Commission staff, priceline.com 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 \$450.47 - \$451.38. Upon request by the Commission staff, priceline.com will provide full information regarding the number of shares sold at each separate price.
- (9) 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.

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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