

BOYD JEFFERY H

Form 4

March 19, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(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)
03/15/2012

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 <u>(1)</u> <u>(2)</u>	03/15/2012		S		300	D \$ 647.43	212,780	D	
Common Stock <u>(1)</u> <u>(3)</u>	03/15/2012		S		600	D \$ 648.63	212,180	D	
Common Stock <u>(1)</u> <u>(4)</u>	03/15/2012		S		500	D \$ 649.8	211,680	D	
Common Stock <u>(1)</u> <u>(5)</u>	03/15/2012		S		300	D \$ 651.89	211,380	D	
Common Stock <u>(1)</u> <u>(6)</u>	03/15/2012		S		300	D \$ 653.16	211,080	D	

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2012 Performance Share Units (7)	6,967	D	
2011 Performance Share Units (7)	9,682	D	
2010 Performance Share Units (7)	12,404	D	
Common Stock	166	I	See Footnote (8)

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 Following Report 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
BOYD JEFFERY H 800 CONNECTICUT AVENUE NORWALK, CT 06854	X		President and CEO	

Signatures

/s/ Jeffery H.
Boyd

03/19/2012

__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).

The shares were sold pursuant to a sales plan dated November 22, 2010 (the "2010 Plan") which complies with the requirements of Rule 10b5-1(c)(1) under the Securities and Exchange Act of 1934, as amended. The terms of the 2010 Plan were summarized in a Form 8-K

- (1) filed with the Securities and Exchange Commission on November 24, 2010. The existence of the 2010 Plan, the total shares subject to the 2010 Plan and the date of adoption of the 2010 Plan were disclosed in priceline.com's proxy statement filed with the Securities and Exchange Commission on April 29, 2011 (page 33).
- (2) Represents the weighted average sales price. The range of prices received for the reported transactions was \$646.97 - \$647.69. 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 \$648.28 - \$649.21. 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 \$649.58 - \$649.99. 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 \$651.80 - \$652.00. 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 \$652.90 - \$653.43. Upon request by the Commission staff, priceline.com will provide full information regarding the number of shares sold at each separate price.
- (7) 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.
- (8) 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.

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