Priceline Group Inc. Form 4 March 06, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Priceline Group Inc. [PCLN]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

03/04/2015

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person
MILLONES PETER J

Symbol

(First) (Middle) (Last)

THE PRICELINE GROUP INC., 800 CONNECTICUT **AVENUE**

(Street)

NORWALK, CT 06854

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

OMB

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

Executive VP, General Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(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. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock (1)	03/04/2015		A	6,194	A	\$ 0	18,736	D	
Common Stock (2)	03/04/2015		F	3,014	D	\$ 1,242.03	15,722	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Relationshins

Counsel

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
LLONES PETER J IE PRICELINE GROUP INC.			Executive VP. General	

TH 800 CONNECTICUT AVENUE NORWALK, CT 06854

Signatures

Reporting Person

MII

/s/ Peter J. 03/06/2015 Millones **Signature of 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).
- This reports the vesting of certain performance share units, originally granted on March 4, 2012. 3,097 of these shares were previously reported on a Form 4 filed on March 6, 2012, and are reported again due to the vesting of those shares, plus an additional 3,097 shares that such March 6, 2012 Form 4 indicated could be issued upon achievement of certain performance goals. The total securities owned has also been updated to reflect this vesting and the prior reporting.
- On March 4, 2015, 3,014 shares were withheld to satisfy certain tax withholding obligations related to the vesting of performance share **(2)**

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.

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