

PRICELINE COM INC

Form 4

March 18, 2013

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
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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)
03/15/2013

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) |
|--|---|---|--------------------------------------|---|--|---|---|
| Common Stock <u>(1)</u> <u>(2)</u> | 03/15/2013 | | S | 540 D | \$ 712.75 | 189,648 | D |
| Common Stock <u>(1)</u> <u>(3)</u> | 03/15/2013 | | S | 1,018 D | \$ 715.14 | 188,630 | D |
| Common Stock <u>(1)</u> <u>(4)</u> | 03/15/2013 | | S | 442 D | \$ 715.82 | 188,188 | D |
| 2013 Performance Share Units <u>(5)</u> | | | | | | 11,501 | D |
| | | | | | | 6,967 | D |

2012
Performance
Share Units
(5)

2011
Performance
Share Units
(5)

| | | | |
|-----------------|--------|---|------------------------|
| Common Stock | 9,682 | D | |
| | 15,166 | I | See Footnote (6) |

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. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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

03/18/2013

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 Exchange Act of 1934, as amended. The terms of the 2010 Plan were summarized in a Form 8-K filed

- (1) 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) and April 24, 2012 (page 29).
- (2) Represents the weighted average sales price. The range of prices received for the reported transactions was \$712.61 - \$713.56. 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 \$714.80 - \$715.77. 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 \$715.81 - \$715.83. Upon request by the Commission staff, priceline.com will provide full information regarding the number of shares sold at each separate price.
- (5) Represents "target" number of shares underlying performance share units outstanding. The actual number of shares issued, if any, could increase or decrease depending on certain performance factors.
- (6) Represents: (1) 15,000 shares held by a charitable foundation controlled by Mr. Boyd, and (2) 166 shares held by an immediate family member. Mr. Boyd disclaims beneficial ownership of these shares.

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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