

Priceline Group Inc.
Form 4
November 18, 2014

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)

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

(Street)

NORWALK, CT 06854

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Priceline Group Inc. [PCLN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2014

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)

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 ⁽¹⁾ <u>(2)</u> | 11/17/2014 | | S | | 171 | D \$ 1,151.22 | 176,454 D |
| Common Stock ⁽¹⁾ <u>(3)</u> | 11/17/2014 | | S | | 300 | D \$ 1,152.33 | 176,154 D |
| Common Stock ⁽¹⁾ <u>(4)</u> | 11/17/2014 | | S | | 400 | D \$ 1,154.15 | 175,754 D |
| Common | 11/17/2014 | | S | | 21 | D \$ | 175,733 D |

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| | | | | | | | | |
|---|------------|---|-----|---|----------------|---------|---|---------------------|
| Stock ⁽¹⁾ | | | | | 1,155.49 | | | |
| Common Stock ⁽¹⁾ ⁽⁵⁾ | 11/17/2014 | S | 208 | D | \$ 1,158.18 | 175,525 | D | |
| Common Stock ⁽¹⁾ ⁽⁶⁾ | 11/17/2014 | S | 200 | D | \$ 1,160.17 | 175,325 | D | |
| Common Stock ⁽¹⁾ ⁽⁷⁾ | 11/17/2014 | S | 400 | D | \$ 1,162.01 | 174,925 | D | |
| Common Stock ⁽¹⁾ ⁽⁸⁾ | 11/17/2014 | S | 200 | D | \$ 1,163.08 | 174,725 | D | |
| Common Stock ⁽¹⁾ ⁽⁹⁾ | 11/17/2014 | S | 500 | D | \$ 1,166.64 | 174,225 | D | |
| Common Stock ⁽¹⁾ ⁽¹⁰⁾ | 11/17/2014 | S | 400 | D | \$ 1,168.1 | 173,825 | D | |
| Common Stock ⁽¹⁾ | 11/17/2014 | S | 100 | D | \$ 1,168.98 | 173,725 | D | |
| Common Stock ⁽¹⁾ | 11/17/2014 | S | 100 | D | \$ 1,170.58 | 173,625 | D | |
| Common Stock | | | | | | 166 | I | F/N ⁽¹¹⁾ |

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 Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | | Title | | |

| Date Exercisable | Expiration Date | Amount or Number of Shares |
|---------------------|--------------------|--|
|---------------------|--------------------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BOYD JEFFERY H THE PRICELINE GROUP INC. 800 CONNECTICUT AVENUE NORWALK, CT 06854 | | X | | |

Signatures

/s/ Jeffery H. Boyd 11/18/2014

__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 March 7, 2014, which complies with the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.
- Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,150.97 - \$1,151.58. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.
- (2) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,152.05 - \$1,152.66. Upon request by the Commission staff, The Priceline Group 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 \$1,153.86 - \$1,154.65. Upon request by the Commission staff, The Priceline Group 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 \$1,158.04 - \$1,158.66. Upon request by the Commission staff, The Priceline Group 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 \$1,159.79 - \$1,160.54. Upon request by the Commission staff, The Priceline Group 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 \$1,161.64 - \$1,162.36. Upon request by the Commission staff, The Priceline Group 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 \$1,163.05 - \$1,163.12. Upon request by the Commission staff, The Priceline Group 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 \$1,166.05 - \$1,166.90. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.
- (9)

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Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,167.92 - \$1,168.31. Upon
(10) request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(11) Represents 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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