

Priceline Group Inc.  
Form 4  
March 08, 2016

**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)  
**03/04/2016**

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 <u>(1)</u>	03/04/2016		A		23,002	A	\$ 0	123,757	D
Common Stock <u>(2)</u>	03/04/2016		F		11,150	D	\$ 1,303.04	112,607	D
Common Stock <u>(3)</u>	03/04/2016		A		71	A	\$ 0	112,678	D
Common Stock <u>(4)</u> <u>(5)</u>	03/04/2016		S		850	D	\$ 1,287.72	111,757	D
	03/04/2016		S		1,148	D		110,609	D

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Common Stock <u>(4)</u> <u>(6)</u>					\$			
					1,289.06			
Common Stock <u>(4)</u> <u>(7)</u>	03/04/2016	S	500	D	\$	1,290.26	110,109	D
Common Stock <u>(4)</u> <u>(8)</u>	03/04/2016	S	2,532	D	\$	1,291.74	107,577	D
Common Stock <u>(4)</u> <u>(9)</u>	03/04/2016	S	1,400	D	\$	1,292.89	106,177	D
Common Stock <u>(4)</u> <u>(10)</u>	03/04/2016	S	1,230	D	\$	1,294.35	104,947	D
Common Stock <u>(4)</u> <u>(11)</u>	03/04/2016	S	1,800	D	\$	1,295.41	103,147	D
Common Stock <u>(4)</u> <u>(12)</u>	03/04/2016	S	1,230	D	\$	1,296.45	101,917	D
Common Stock <u>(4)</u> <u>(13)</u>	03/04/2016	S	1,062	D	\$	1,297.46	100,855	D
Common Stock <u>(4)</u>	03/04/2016	S	100	D	\$	1,299.18	100,755	D
Common Stock							166	I
								See F/N <u>(14)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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(Instr. 3,  
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## 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 03/04/2016

\_\_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) This reports the vesting of certain performance share units, originally granted on March 4, 2013. 11,501 of these shares were previously reported on a Form 4 filed on March 5, 2013, and are reported again due to the vesting of those shares, plus an additional 11,501 shares that such March 5, 2013 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.
- (2) On March 4, 2016, 11,150 shares were withheld to satisfy certain tax withholding obligations related to the vesting of performance share units.
- (3) Represents a grant of 71 restricted stock units.
- (4) 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.
- (5) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,287.240 - \$1,288.150. 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 \$1,288.59 - \$1,289.46. 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 \$1,289.83 - \$1,290.82. 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 \$1,291.06 - \$1,292.05. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.
- (9) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,292.40 - \$1,293.27. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each

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separate price.

(10) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,293.83 - \$1,294.77. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(11) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,295.02 - \$1,295.90. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(12) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,296.04 - \$1,297.00. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(13) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,297.04 - \$1,298.01. Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

(14) Represents 166 shares owned by the estate of a deceased 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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