

Priceline Group Inc.
Form 4
March 16, 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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLONES PETER J

(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)
03/15/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ 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
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>	03/15/2016		S		600	D	\$ 1,318.56	12,063	D
Common Stock <u>(1)</u> <u>(3)</u>	03/15/2016		S		3,118	D	\$ 1,319.55	8,945	D
Common Stock <u>(1)</u> <u>(4)</u>	03/15/2016		S		300	D	\$ 1,322.11	8,645	D
Common	03/15/2016		S		500	D	\$	8,145	D

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Stock ⁽¹⁾ <u>(5)</u>						1,323.04		
Common Stock ⁽¹⁾ <u>(6)</u>	03/15/2016	S	567	D	\$	1,324.85	7,578	D
Common Stock ⁽¹⁾ <u>(7)</u>	03/15/2016	S	386	D	\$	1,326.09	7,192	D
Common Stock ⁽¹⁾ <u>(8)</u>	03/15/2016	S	400	D	\$	1,327.83	6,792	D

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) (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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
MILLONES PETER J THE PRICELINE GROUP INC. 800 CONNECTICUT AVENUE NORWALK, CT 06854	Executive VP, General Counsel

Signatures

/s/ Peter J.
Millones

03/16/2016

 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) The shares were sold pursuant to a sales plan, dated November 11, 2015, which complies with the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.

(2) Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,318.21 - \$1,318.83.

(2) Upon request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,319.46 - \$1,319.65. Upon

(3) request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,322.00 - \$1,322.31. Upon

(4) request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,323.01 - \$1,323.06. Upon

(5) request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,324.39 - \$1,325.20. Upon

(6) request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,325.55 - \$1,326.54. Upon

(7) request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price. The range of prices received for the reported transactions was \$1,327.27 - \$1,328.01. Upon

(8) request by the Commission staff, The Priceline Group will provide full information regarding the number of shares sold at each separate price.

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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