

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-06-01**
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ISSUER

PRICELINE COM INC

CIK: **1075531** | IRS No.: **061528493** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7389** Business services, nec

Business Address
800 CONNECTICUT AVE
NORWALK CT 06854
2037053000

REPORTING OWNER

MYLOD ROBERT J JR

CIK: **1214607**
Type: **4** | Act: **34** | File No.: **000-25581** | Film No.: **10869944**

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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

1. Name and Address of Reporting Person MYLOD ROBERT J JR			2. Issuer Name and Ticker or Trading Symbol PRICELINE COM INC [PCLN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice Chairman		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2010			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
800 CONNECTICUT AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) NORWALK, CT 06854								
(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. 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	06/01/2010		<u>M</u>		14,000	A	\$20.28	119,469	D	
Common Stock ⁽¹⁾ ⁽²⁾	06/01/2010		<u>S</u>		5,500	D	\$190.02	113,969	D	
Common Stock ⁽¹⁾ ⁽³⁾	06/01/2010		<u>S</u>		8,400	D	\$191.07	105,569	D	
Common Stock ⁽¹⁾	06/01/2010		<u>S</u>		100	D	\$191.65	105,469	D	
2008 Performance Share Units ⁽⁴⁾								12,548	D	
2010 Performance Share Units ⁽⁴⁾								12,192	D	
Restricted Stock Units ⁽⁵⁾								19,358	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Stock Options (right to buy)	\$20.28	06/01/2010	<u>M</u>	14,000	(6)	05/07/2013	Common Stock	14,000	\$ 0	6,666	D
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Explanation of Responses:

1. The shares were sold pursuant to a sales plan, dated March 4, 2009, that complies with the requirements of Rule 10b5-1(c)(1) under the Securities and Exchange Act of 1934, as amended. The existence of the plan, the total shares subject to the plan and the date of adoption of the plan were disclosed on page 27 of priceline.com's proxy statements filed with the Securities and Exchange Commission on April 30, 2009 and April 30, 2010.
2. Represents the weighted average sales price. The range of prices received for the reported transactions was \$189.61-\$190.51. 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 \$190.61-\$191.55. Upon request by the Commission staff, priceline.com will provide full information regarding the number of shares sold at each separate price.
4. Represents "target" number of performance share units outstanding. The actual number of shares issued, if any, could increase or decrease depending on certain performance factors.
5. Represents "target" number of restricted stock units outstanding. The actual number of shares issued, if any, could decrease depending on certain performance factors.
6. One-third of the stock options vested on the first anniversary of the date of grant, and the remaining stock options vested pro rata through May 7, 2006.

Signatures

/s/ Robert J. Mylod, Jr.

** Signature of Reporting Person

06/01/2010

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.