

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. ___)*

priceline.com Incorporated

(Name of Issuer)

common stock, par value \$.008 per share

(Title of Class of Securities)

741503106

(CUSIP Number)

Robert S. Harkey, Esquire
Senior Vice President - General Counsel
Delta Air Lines, Inc.
Hartsfield Atlanta International Airport
Atlanta, Georgia 30320
(404) 715-2387

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

July 11, 1999

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
(Page 1 of 13 pages)

SCHEDULE 13D

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Delta Air Lines, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			9,309,701
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			0
EACH			
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			9,309,701
WITH			
	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,309,701

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.1%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1 SECURITY AND ISSUER

This statement relates to the common stock, par value \$0.008 per share, of priceline.com Incorporated, a Delaware corporation. The address of the principal executive offices of priceline.com is Five High Ridge Park, Stamford, Connecticut 06905.

ITEM 2 IDENTITY AND BACKGROUND

This statement is being filed by Delta Air Lines, Inc., a Delaware corporation. The principal executive offices of Delta are located at Hartsfield Atlanta International Airport, Atlanta, Georgia 30320.

Delta provides scheduled air transportation over an extensive route network. Based on calendar 1998 data, Delta is the largest U.S. airline in terms of aircraft departures and passengers enplaned, and the third largest U.S. airline as measured by operating revenues and revenue passenger miles flown. As of July 21, 1999, Delta provided scheduled air service to 142 cities in 41 states, the District of Columbia, Puerto Rico and the U.S. Virgin Islands, and to 42 international cities in 28 countries. In addition to scheduled passenger service, Delta provides air freight, mail and related aviation services.

The name, principal occupation and business address of each of the directors and executive officers of Delta are set forth on Schedule A hereto. Each director and executive officer of Delta is a citizen of the United States of America. Neither Delta nor, to the best of its knowledge, any of its directors or officers has during the last five years been (i) convicted in a criminal proceeding (excluding minor traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Delta holds a warrant, evidenced by a Participation Warrant Agreement dated as of August 31, 1998, pursuant to which Delta has the right to purchase 18,619,402 shares of priceline.com's common stock at an exercise price of \$0.9254896 per share. The warrant becomes exercisable on December 31, 2005, but may become exercisable earlier, in whole or in part, upon the achievement of performance thresholds relating to sales of Delta airline tickets through priceline.com's internet-based buying service.

Delta has been notified that, as of July 11, 1999, based on the achievement of certain performance thresholds, Delta's warrant became exercisable with respect to 9,309,701 shares of priceline.com's common stock. Under Rule 13d-3(d)(1), Delta is deemed to own

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beneficially all shares of priceline.com's common stock which Delta has the right to acquire within 60 days. Accordingly, Delta is deemed to be the beneficial owner, for purposes of Rule 13d-3(d)(1), of the 9,309,701 shares of priceline.com's common stock for which Delta's warrant is currently exercisable.

Priceline.com offers tickets for sale on Delta pursuant to an Airline Participation Agreement between Delta and priceline.com dated August 31, 1998. Delta acquired its warrant (on terms that were later amended) in connection with its agreement to enter into the Airline Participation Agreement and a related agreement. The terms of the Airline Participation Agreement and the related agreement are described generally in Item 4 below.

One of the performance thresholds that Delta must meet in order for its priceline.com warrant to become exercisable prior to December 31, 2005 is that a specified level of sales of Delta tickets through the priceline.com service must satisfy a qualifying gross margin criterion. In July 1999, in connection with an amendment to the terms of the Airline participation Agreement and the related agreement, priceline.com represented that all sales of Delta tickets sold through the priceline.com service to date have met this criterion.

As discussed under Item 3 above, Delta acquired its warrant in connection with its entering into an Airline Participation Agreement with priceline.com on August 31, 1998. The Airline Participation Agreement nominally has a ten-year term but is subject to termination by Delta after August 31, 2001 upon 180 days' notice to priceline.com. The Airline Participation Agreement does not impose any material obligations on Delta. Delta is not obligated to supply airline tickets to priceline.com and may supply airline tickets to priceline.com's competitors at any time and at any price, without offering any airline tickets to priceline.com. In addition to the Airline Participation Agreement, priceline.com and Delta are parties to a related agreement which provides, among other things, certain incentives designed to encourage Delta to increase its participation in priceline.com's buying service. Under this agreement, Delta is entitled to share in revenue generated from airline ticket sales on Delta if priceline.com's gross margin on those sales exceeds approximately 12% in any calendar quarter. In addition, priceline.com is required to use the highest qualifying fare to fulfill ticket requests allocable to Delta, subject to an agreed minimum ticket sale margin to priceline.com. The agreement also requires priceline.com, subject to various exceptions, to obtain Delta's approval of the addition of new carriers to the priceline.com service and restricts the routes for which tickets may be offered by specified carriers through the priceline.com service. Delta also may require the exclusion of specific markets in order for certain other airlines to participate. Priceline.com also is required to license its buyer-driven commerce system to Delta on a non-exclusive basis and on commercially reasonable terms under specified conditions. In addition, priceline.com's ability to transfer or license its intellectual property to other travel providers is limited in the manner set forth in the agreement.

Delta currently anticipates partially exercising its warrant and selling up to approximately 1.8 million shares of priceline.com's common stock as part of a proposed public offering by priceline.com of convertible subordinated notes and common stock. Generally, Delta holds its warrant to purchase priceline.com's common stock for investment purposes. Depending on market conditions and other factors, including evaluation of priceline.com's businesses and prospects, availability of funds, alternative uses of funds and general economic conditions, Delta may from time to time further exercise its warrant (to the extent that the warrant is then

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exercisable), hold the shares received upon exercise, acquire additional securities of priceline.com or dispose of all or a portion of its investment in priceline.com.

Except as described in this statement, neither Delta nor, to the best of its knowledge, any of the persons named in Schedule A to this statement presently has any plans or proposals which relate to or would result in any of the following:

(a) The acquisition by any person of additional securities of priceline.com, or the disposition of securities of priceline.com;

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving priceline.com or any of its subsidiaries;

(c) A sale or transfer of a material amount of assets of priceline.com or any of its subsidiaries;

(d) Any change in the present board of directors or management of priceline.com, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(e) Any material change in the present capitalization or dividend policy of priceline.com;

(f) Any other material change in priceline.com's business or corporate structure;

(g) Changes in priceline.com's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of priceline.com by any person;

(h) Causing a class of securities of priceline.com to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) A class of equity securities of priceline.com becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or

(j) Any action similar to any of those enumerated above.

Delta is a party to a Registration Rights Agreement, dated as of December 8, 1998, among priceline.com and some of priceline.com's stockholders and warrant holders, pursuant to which the stockholders and warrant holders have the right in certain circumstances to require priceline.com to register their shares of common stock for resale under the Securities Act of 1933. Except in limited circumstances, priceline.com is obligated to pay all expenses in connection with such a registration. A copy of the Registration Rights Agreement has been filed with the Securities and Exchange Commission by priceline.com and is incorporated herein by reference.

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A copy of the agreement pursuant to which Delta became a party to the Registration Rights Agreement is filed as an exhibit to this statement and is incorporated herein by reference.

In connection with the proposed public offering of priceline.com common stock, certain stockholders of priceline.com have assigned Delta their rights to sell shares in the proposed offering. A copy of the assignment is filed as an exhibit to this statement and is incorporated herein by reference.

ITEM 5 INTEREST IN SECURITIES OF PRICELINE.COM

(a) Delta is the beneficial owner of 9,309,701 shares of priceline.com's common stock, all of which are issuable to Delta upon the exercise of its warrant. The shares beneficially owned by Delta represent approximately 6.1% of priceline.com's outstanding common stock (calculated as required by Rule 13d-3(d)(1) and assuming that there are 142,320,427 shares of priceline.com common stock outstanding, as reported in priceline.com's Quarterly Report on Form 10-Q for the period ended March 31, 1999).

Mary Johnston Evans, a director of Delta, holds 100 shares of priceline.com common stock. To the best of Delta's knowledge, none of the other directors or executive officers of Delta beneficially owns shares of priceline.com's common stock.

(b) Delta has sole voting and dispositive power over all of the shares of priceline.com's common stock Delta beneficially owns and, to the best of Delta's knowledge, Mary Johnston Evans has sole voting and dispositive power over all of the shares of priceline.com's common stock she holds.

(c) Except as otherwise set forth in this statement, neither Delta nor, to the best of Delta's knowledge, any of Delta's directors or executive officers has effected any transactions in priceline.com's common stock during the past 60 days.

(d) No person other than Delta has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of priceline.com's common stock beneficially owned by Delta or, to the best of Delta's knowledge, Mary Johnston Evans.

(e) Delta has not ceased being the beneficial owner of more than 5% of priceline.com's outstanding common stock.

ITEM 6 CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF PRICELINE.COM

As described in Item 3 above, Delta holds a warrant to purchase 18,619,402 shares of priceline.com's common stock. The warrant, which has an exercise price of \$0.9254896 per share, is currently exercisable with respect to 9,309,701 shares and will become exercisable with respect to the balance of the shares on December 31, 2005, or earlier if certain performance thresholds are achieved. The warrant expires on December 31, 2005 (or June 30, 2006, if the warrant does not become exercisable until December 31, 2005).

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As described in Item 4 above, Delta is a party to and an assignee of certain rights under a Registration Rights Agreement with respect to priceline.com's common stock. A copy of the Registration Rights Agreement has been filed with the Securities and Exchange Commission by priceline.com and is incorporated herein by reference. Copies of the agreements pursuant to which Delta became a party to and an assignee of certain rights under the Registration Rights Agreement are filed as exhibits to this statement and are incorporated herein by reference.

In connection with priceline.com's initial public offering of common stock, Delta agreed not to engage in sales, transfers or similar transactions involving priceline.com's common stock without the prior written consent of Morgan Stanley & Co. Incorporated prior to 180 days after March 29, 1999. A copy of this agreement is filed as an exhibit to this statement and is incorporated by reference into this statement.

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS

Exhibit -----	Description -----
1	Participation Warrant Agreement, dated August 31, 1998, between priceline.com and Delta. (1)
2	First Amendment and Waiver to Participation Warrant Agreement, dated December 31, 1998, between priceline.com and Delta. (1) *
3	Amended and Restated Registration Rights Agreement, dated as of December 8, 1998, among priceline.com and certain stockholders and warrant holders of priceline.com. (2)
4	Acknowledgment and Agreement to the Amended and Restated Registration Rights Agreement, dated July 16, 1999, between Delta and priceline.com.
5	Assignment of Certain Registration Rights, dated as of July 16, 1999, by and among Delta and the assignors named therein.
6	Airline Participation Agreement, dated August 31, 1998, by and among Delta, priceline.com and Priceline Travel, Inc. (1) *
7	General Agreement, dated August 31, 1998, by and among Delta, priceline.com and Priceline Travel, Inc. (1) *
8	Amendment to the Airline Participation Agreement and the General Agreement, dated December 31, 1998, between and among priceline.com, Priceline Travel, Inc. and Delta. (1) *
9	Lock-up Agreement, dated February 22, 1999.

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(1) Incorporated by reference to priceline.com's Registration Statement on Form S-1, No. 333-69657, as filed on February 16, 1999.

(2) Incorporated by reference to priceline.com's Registration Statement on Form S-1, No. 333-69657, as filed on December 23, 1998.

* Portions of this exhibit have been omitted pursuant to a confidential treatment request.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 21, 1999

Delta Air Lines, Inc.

By: /s/ Warren C. Jenson

Warren C. Jenson
Executive Vice President and Chief Financial
Officer

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SCHEDULE A

NAME AND ADDRESS	POSITION WITH DELTA	PRESENT PRINCIPAL OCCUPATION (IF OTHER THAN POSITION WITH DELTA)
Gerald Grinstein 1000 2nd Avenue, Suite 3700 Seattle, Washington 98104	Chairman	Non-Executive Chairman of the Board, Delta Air Lines, Inc.; Retired Chairman, Burlington Northern Santa Fe Corporation; Retired Chairman and Chief Executive Officer, Burlington Northern Inc., Fort Worth, Texas; former Chief Executive Officer, Western Air Lines, Inc.
Leo F. Mullin Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	President, Chief Executive Officer and Director	
Edwin L. Artzt Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	Director	Chairman of the Board, Spalding Sports Worldwide, Inc.; Retired Chairman of the Board and Chief Executive Officer, The Procter & Gamble Company, Cincinnati, Ohio
Henry A. Biedenharn, III Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	Director	Retired Chairman of the Board, President and Chief Executive Officer, Ouachita Coca-Cola Bottling Company, Inc., Monroe, Louisiana
James L. Broadhead P.O. Box 14000 Juno Beach, Florida 33408	Director	Chairman of the Board and Chief Executive Officer, FPL Group, Inc.; Chairman of the Board and Chief Executive Officer, Florida Power & Light Company, Juno Beach, Florida
Edward H. Budd Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	Director	Retired Chairman of the Board and Chief Executive Officer, The Travelers Corporation, Hartford, Connecticut
R. Eugene Cartledge 6 Skidaway Village Walk Suite 203-B Savannah, Georgia 31411-2913	Director	Former Chairman of the Board, Savannah Foods & Industries, Inc., Savannah,

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NAME AND ADDRESS	POSITION WITH DELTA	PRESENT PRINCIPAL OCCUPATION (IF OTHER THAN POSITION WITH DELTA)
Mary Johnston Evans Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	Director	Director of various corporations
David R. Goode Norfolk Southern Corporation Three Commercial Place Norfolk, Virginia 23510-2191	Director	Chairman, President and Chief Executive Officer of Norfolk Southern Corporation
Andrew J. Young 303 Peachtree Street, N.E. Atlanta, Georgia 30311	Director	Chairman and Senior Partner, Goodworks International, Inc., Atlanta, Georgia; Chairman of the Southern Africa Enterprise Development Fund; former Mayor of Atlanta, Georgia; former U.S. Ambassador to the United Nations; former member of the U.S. House of Representatives
Maurice W. Worth Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	Chief Operating Officer	
Malcolm B. Armstrong Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	Executive Vice President - Operations	
Robert L. Colman Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	Executive Vice President - Human Resources	
Vicki B. Escarra Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	Executive Vice President - Customer Service	
Warren C. Jenson Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	Executive Vice President and Chief Financial Officer	

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NAME AND ADDRESS	POSITION WITH DELTA	PRESENT PRINCIPAL OCCUPATION (IF OTHER THAN POSITION WITH DELTA)
Frederick W. Reid Delta Air Lines, Inc. Hartsfield Atlanta International Airport Atlanta, Georgia 30320	Executive Vice President and Chief Marketing Officer	

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EXHIBIT INDEX

Exhibit

Description

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- 3 Amended and Restated Registration Rights Agreement, dated as of December 8, 1998, among priceline.com and certain stockholders and warrant holders of priceline.com. (2)
- 4 Acknowledgment and Agreement to the Amended and Restated Registration Rights Agreement, dated July 16, 1999, between Delta and priceline.com.
- 5 Assignment of Certain Registration Rights, dated as of July 16, 1999, by and among Delta and the assignors named therein.
- 6 Airline Participation Agreement, dated August 31, 1998, by and among Delta, priceline.com and Priceline Travel, Inc. (1) *
- 7 General Agreement, dated August 31, 1998, by and among Delta, priceline.com and Priceline Travel, Inc. (1) *
- 8 Amendment to the Airline Participation Agreement and the General Agreement, dated December 31, 1998, between and among priceline.com, Priceline Travel, Inc. and Delta. (1) *
- 9 Lock-up Agreement, dated February 22, 1999.

- (1) Incorporated by reference to priceline.com's Registration Statement on Form S-1, No. 333-69657, as filed on February 16, 1999.
- (2) Incorporated by reference to priceline.com's Registration Statement on Form S-1, No. 333-69657, as filed on December 23, 1998.

* Portions of this exhibit have been omitted pursuant to a confidential treatment request.

ACKNOWLEDGMENT AND AGREEMENT
TO THE AMENDED AND RESTATED REGISTRATION RIGHTS AGREEMENT

WHEREAS, pursuant to a Participation Warrant Agreement, Delta Air Lines, Inc. ("Delta") received a warrant to purchase 18,619,402 shares of common stock (as adjusted for the 1.25 for 1 stock split effected March 26,1999), par value \$.008 per share (the "Shares"), of priceline.com Incorporated, a Delaware corporation (the "Company"); and

WHEREAS, Delta wishes to receive certain registration rights with respect to such Shares; and

WHEREAS, Delta has reviewed a copy of that certain Amended and Restated Registration Rights Agreement, dated as of December 8, 1998 (the "Agreement"), among the Company, General Atlantic Partners 48, L.P., GAP Coinvestment Partners, L.P., General Atlantic Partners 50, L.P. and the stockholders named therein and has been given a copy of the Agreement and afforded ample opportunity to read and to have counsel review it, and Delta is thoroughly familiar with its terms.

NOW, THEREFORE, in consideration of the mutual premises contained herein and in the Agreement and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Delta hereby acknowledges and agrees as follows: (i) Delta has been given a copy of the Agreement and afforded ample opportunity to read and to have counsel review it, and Delta is thoroughly familiar with its terms, (ii) the Shares are subject to terms and conditions set forth in the Agreement, (iii) Delta does hereby agree fully to be bound by the Agreement as a "Demand Stockholder" (as therein defined), and upon the execution and delivery of this Acknowledgment and Agreement by the Company, Delta shall have all the rights and obligations under the Agreement as a Demand Stockholder, and (iv) Delta does hereby name Edward H. West to serve as its representative under the Agreement.

The Company hereby represents and warrants to Delta that the Board of Directors of the Company has duly approved Delta as "Demand Stockholder" as is required by the Agreement.

This 16th day of July, 1999.

Acknowledged and agreed:
PRICELINE.COM INCORPORATED

DELTA AIR LINES, INC.

By /s/ Paul Francis

By: /s/ Edward H. West

Name: Paul Francis
Title:

Name: Edward H. West
Title: Sr. Vice President -- Strategy
and Business Development

ASSIGNMENT OF CERTAIN REGISTRATION RIGHTS

This Assignment of Certain Registration Rights (the "Assignment") dated as of July 16, 1999, by and among Jay S. Walker, Richard S. Braddock and The Jay S. Walker Irrevocable Credit Trust (collectively "Assignors") and Delta Air Lines, Inc. ("Delta").

WHEREAS, Assignors are each Major Stockholders and Delta is a Demand Stockholder under that certain Amended and Restated Registration Rights Agreement dated as of December 8, 1998 (the "Rights Agreement"), by and among priceline.com Incorporated (the "Company"), General Atlantic Partners 48, L.P., GAP Coinvestment Partners, L.P., General Atlantic Partners 50, L.P. and the other stockholders and warrant holders named therein or made a party thereto. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Rights Agreement;

WHEREAS, the Company has provided notice to the parties to the Rights Agreement of its intention to file a registration statement under the Securities Act of 1933, as amended, on Form S-1 for the offering by the Company of Two Million (2,000,000) shares of its Common Stock and an "Incidental Registration" (as such term is defined in Section 4(a) of the Rights Agreement) for the offering of up to Four Million Nine Hundred Thousand (4,900,000) shares (inclusive of over-allotment shares) of common stock by certain selling stockholders including one or more of the Assignors and Delta (collectively, the "Proposed Offering"); and

WHEREAS, in connection with the Proposed Offering, the Assignors desire to assign, and Delta desires to receive the assignment of, certain registration rights of Assignors under the Rights Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignment of Incidental Registration Rights.

- (a) The Assignors, collectively, in respect to their rights under Section 4(a) of the Rights Agreement to offer Registrable Securities specifically in the Incidental Registration comprising a part of the Proposed Offering ("Assignors' Registration Rights"), hereby assign to Delta that portion of Assignors' Registration Rights to offer for sale that number of shares that, when aggregated with the rights of Delta, as a Designated Holder, will entitle Delta to offer for sale an aggregate of 36.2% of all shares (inclusive of over-allotment shares) of the

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Company's Common Stock to be offered by all selling stockholders in the Proposed Offering.

- (b) In connection with the Proposed Offering, Jay S. Walker hereby covenants and agrees to not sell any shares in the Proposed Offering.
- (c) With respect to any of their shares not sold in the Proposed Offering, Assignors hereby agree to sign the lockup agreement that will be required by the Company's underwriters to be signed by all selling stockholders in the Proposed Offering.

2. Consent of the Company. The parties hereto acknowledge that this Assignment is being effected in accordance with the

provisions of Section 10(f) of the Rights Agreement, and therefore requires the consent of the Company. The Company's consent to this Assignment, as evidence on the signature page hereof, is provided solely to satisfy the provisions of Section 10(f) of the Rights Agreement.

[Signature Page to Follow]

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IN WITNESS WHEREOF, the parties have executed this Assignment as of the date and year first above written.

ASSIGNORS: DELTA AIR LINES, INC.

/s/ Jay S. Walker

Jay S. Walker

By: /s/ Edward H. West

Name: Edward H. West
Title: Sr. Vice President -- Strategy
and Business Development

/s/ Richard S. Braddock

Richard S. Braddock

THE JAY S. WALKER
IRREVOCABLE CREDIT TRUST

By: /s/ Harry E. Peden, III

Harry E. Peden, III
Trustee

CONSENTED TO BY:

PRICELINE.COM INCORPORATED

By: /s/ Paul Francis

Name:
Title:

February 22, 1999

Morgan Stanley & Co. Incorporated
Merrill Lynch, Pierce, Fenner & Smith
Incorporated

BancBoston Robertson Stephens Inc.
Donaldson, Lufkin & Jenrette Securities
Corporation

c/o Morgan Stanley & Co. Incorporated
1585 Broadway
New York, New York 10036

Morgan Stanley & Co. International Limited
Merrill Lynch International
BancBoston Robertson Stephens Inc.
Donaldson, Lufkin & Jenrette International
c/o Morgan Stanley & Co. International Limited
25 Cabot Square
Canary Wharf
London E14 4QA
England

Dear Sirs and Mesdames:

The undersigned understands that Morgan Stanley & Co. Incorporated ("Morgan Stanley") and Morgan Stanley & Co. International Limited ("MSIL") propose to enter into an Underwriting Agreement with priceline.com Incorporated ("priceline.com") providing for the public offering (the "Public Offering") by the several underwriters, including Morgan Stanley and MSIL (the "Underwriters"), of shares of the Common Stock, par value \$.01 per share, of priceline.com (the "Common Stock").

To induce the Underwriters that may participate in the Public Offering to continue their efforts in connection with the Public Offering, the undersigned hereby agrees, that, without the prior written consent of Morgan Stanley on behalf of the Underwriters, the undersigned will not, during the period commencing on the date hereof and ending 180 days after the date of the final prospectus relating to the Public Offering (the "Prospectus"), (1) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any shares of Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock or (2) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the

economic consequences of ownership of the Common Stock, whether any such transaction described in clause (1) or (2) above is to be settled by delivery of Common Stock or such other securities, in cash or otherwise. In addition, the undersigned agrees that, without the prior written consent of Morgan Stanley on behalf of the Underwriters, the undersigned will not, during the period commencing on the date hereof and ending 180 days after the date of the Prospectus, make any demand for or exercise any right with respect to, the registration of any shares of Common Stock or any security convertible into or exercisable or exchangeable for Common Stock.

Whether or not the Public Offering actually occurs depends on a number of factors, including market conditions. Any Public Offering will only be made pursuant to an Underwriting Agreement, the terms of which are subject to negotiation between priceline.com and the Underwriters. In the event that the

Public Offering shall not have been consummated on or before May 15, 1999, this Lock-Up Agreement shall be of no further force or effect.

Very truly yours,

DELTA AIR LINES, INC.

By: /s/ Warren Jenson

Name: Warren C. Jenson
Title: Executive Vice President & CFO
Address: P.O. Box 20706
Atlanta, Georgia 30320-6001