

IAC/INTERACTIVECORP  
 Form 4  
 August 22, 2008

**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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MCINERNEY THOMAS**

(Last) (First) (Middle)

C/O  
 IAC/INTERACTIVECORP, 555  
 WEST 18TH STREET

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**IAC/INTERACTIVECORP [IACI]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**08/20/2008**

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)  
**EVP & CFO**

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, par value \$0.001 <sup>(1)</sup>	08/20/2008		M <sup>(1)</sup>		358,310 <sup>(1)</sup>	A	\$ 0	230,597 <sup>(2)</sup>	D

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

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SEC 1474  
 (9-02)

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**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. U		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	T
Restricted Stock Units	\$ 0	08/20/2008		M <sup>(3)</sup>			10,027 <sub>(4)</sub>	02/04/2005 <sup>(5)</sup>	08/20/2008 <sup>(5)</sup>	C S
Restricted Stock Units	\$ 0	08/20/2008		M <sup>(3)</sup>			58,982 <sub>(4)</sub>	02/04/2009 <sup>(5)</sup>	08/20/2008 <sup>(5)</sup>	C S
Restricted Stock Units	\$ 0	08/20/2008		M <sup>(3)</sup>			30,164 <sub>(4)</sub>	02/10/2006 <sup>(5)</sup>	08/20/2008 <sup>(5)</sup>	C S
Restricted Stock Units	\$ 0	08/20/2008		M <sup>(3)</sup>			113,110 <sub>(4)</sub>	02/10/2010 <sup>(5)</sup>	08/20/2008 <sup>(5)</sup>	C S
Restricted Stock Units	\$ 0	08/20/2008		M <sup>(3)</sup>			17,966 <sub>(4)</sub>	02/06/2007 <sup>(5)</sup>	02/06/2011 <sup>(5)</sup>	C S
Restricted Stock Units	\$ 0	08/20/2008		M <sup>(3)</sup>			86,238 <sub>(4)</sub>	02/06/2011 <sup>(5)</sup>	02/06/2011 <sup>(5)</sup>	C S
Restricted Stock Units	\$ 0	08/20/2008		J <sup>(7)</sup>		62,735 <sub>(8)</sub>		08/20/2008 <sup>(5)(7)</sup>	02/16/2010 <sup>(5)(7)</sup>	C S
Restricted Stock Units <sup>(10)</sup>	\$ 0	08/20/2008		M <sup>(7)</sup>			41,823 <sub>(4)</sub>	08/20/2008 <sup>(5)(7)</sup>	02/16/2010 <sup>(5)(7)</sup>	C S
Restricted Stock Units	\$ 0							04/09/2009 <sup>(5)(10)</sup>	04/09/2012 <sup>(5)(10)</sup>	C S

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Options to Purchase Common Stock	\$ 20.07	04/09/2009 <sup>(5)(11)</sup>	04/09/2018 <sup>(5)(11)</sup>	C S
Options to Purchase Common Stock	\$ 22.69	04/09/2009 <sup>(5)(11)</sup>	04/09/2018 <sup>(5)(11)</sup>	C S
Options to Purchase Common Stock	\$ 25.31	04/09/2009 <sup>(5)(11)</sup>	04/09/2018 <sup>(5)(11)</sup>	C S
Options to Purchase Common Stock	\$ 23.59	08/20/2008 <sup>(5)(12)</sup>	06/23/2009 <sup>(5)(12)</sup>	C S
Options to Purchase Common Stock	\$ 40.82	08/20/2008 <sup>(5)(12)</sup>	12/27/2009 <sup>(5)(12)</sup>	C S
Options to Purchase Common Stock	\$ 25.99	08/08/2008 <sup>(5)(12)</sup>	03/31/2010 <sup>(5)(12)</sup>	C S
Options to Purchase Common Stock	\$ 21.03	08/08/2008 <sup>(5)(12)</sup>	05/10/2010 <sup>(5)(12)</sup>	C S
Options to Purchase Common Stock	\$ 9.98	08/08/2008 <sup>(5)(12)</sup>	02/21/2011 <sup>(5)(12)</sup>	C S
Options to Purchase Common Stock	\$ 15.03	08/20/2008 <sup>(5)(12)</sup>	05/15/2011 <sup>(5)(12)</sup>	C S
Options to Purchase Common Stock	\$ 23.1	08/08/2008 <sup>(5)(12)</sup>	12/16/2011 <sup>(5)(12)</sup>	C S
Restricted Stock Purchase Right	\$ 0.02	08/08/2008 <sup>(5)(12)</sup>	03/19/2012 <sup>(5)(12)</sup>	C S
	\$ 28.92	08/08/2008 <sup>(5)(12)</sup>	03/19/2012 <sup>(5)(12)</sup>	

Options to  
Purchase  
Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCINERNEY THOMAS C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			EVP & CFO	

## Signatures

Tanya M. Stanich as Attorney-in-Fact for Thomas McInerney	08/22/2008
**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) Reflects shares of IAC common stock acquired upon the acceleration of the vesting of multiple grants of restricted stock units immediately prior to the completion of the spin-off (the "Spin-Off") by IAC of HSN, Inc. ("HSN"), Interval Leisure Group, Inc. ("ILG"), Ticketmaster and Tree.com, Inc. ("TREE") and the one-for-two reverse stock split (the "Reverse Stock Split") on August 20, 2008. Settlement of these vestings will be delayed until January 2, 2009.
  - (2) Reflects the one-for-two reverse stock split (the "Reverse Stock Split") effected in connection with, and immediately following, the Spin-Off.
  - (3) Reflects the accelerated vesting of all or a portion of previously granted restricted stock units immediately prior to the completion of the Spin-Off pursuant to amendments to the terms of the original awards made in contemplation of the Spin-Off.
  - (4) Represents the number of shares of IAC common stock accelerated upon the vesting of previously granted restricted stock units (as described in footnote 1 above), which number does not give effect to the Reverse Stock Split.
 

The date in the "Date Exercisable" column represents the first vesting date pursuant to the terms of the original award, unless the award is vested in full, in which case the date is August 20, 2008. The date in the "Expiration Date" column represents, in the case of (i)

  - (5) restricted stock units that were accelerated in full in connection with the Spin-Off, August 20, 2008, (ii) all other restricted stock units, the last vesting date, and (iii) stock options, the last date on which such options can be exercised prior to the expiration of their term, in each case, pursuant to the terms of the original award.
 

Represents the number of previously granted restricted stock units remaining after the accelerated vestings described in footnote 1 above, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of IAC common stock underlying such restricted stock units to reflect the Spin-Off and Reverse Stock Split. These previously granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split.

  - (6) Reflects an amendment made to the terms of previously granted performance-based restricted stock units in contemplation of the Spin-Off to fix the number of shares of IAC common stock subject to the award, remove the performance conditions and provide for the acceleration of the vesting of two-thirds of the award immediately prior to the completion of the Spin-Off (as described in footnote 1 above), with vesting of the balance of the award on February 16, 2010.
  - (7) The number of restricted stock units and shares of IAC common stock underlying such restricted stock units does not reflect the Spin-Off and Reverse Stock Split.
  - (8) Represents the number of previously granted restricted stock units remaining after the accelerated vesting described in footnote 1 above, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of IAC common stock underlying such restricted

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stock units to reflect the Spin-Off and Reverse Stock Split.

- (10) Represents previously granted restricted stock units, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of IAC common stock underlying such restricted stock units, to reflect the Spin-Off and Reverse Stock Split. These previously granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split.

- (11) Represents previously granted stock options, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of IAC common stock underlying such stock options and the per share exercise price to reflect the Spin-Off and Reverse Stock Split. These previously granted stock options have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split.

- (12) In connection with the Spin-Off, stock options and restricted stock purchase rights granted prior to December 31, 2007 were converted into options to purchase common stock and restricted stock purchase rights of each of IAC, HSN, ILG, Ticketmaster and Tree.com, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of common stock underlying each option/restricted stock purchase right and the per share exercise prices to reflect the Spin-Off and Reverse Stock Split. These previously granted stock options and restricted stock purchase rights have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split. Reflects IAC stock options and restricted stock purchase rights, as adjusted on the basis described immediately above.

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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