

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MCINERNEY THOMAS</u> <hr/> (Last) (First) (Middle) <u>C/O IAC/INTERACTIVECORP</u> <u>152 WEST 57TH STREET, 42ND FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10019</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>IAC/INTERACTIVECORP [IACI]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">EVP & CFO</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/10/2005</u> <hr/> 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,193 ⁽¹⁾	D	
Common Stock	467	I	Co-Executor & Co-Beneficiary of Estate

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy) ⁽²⁾	06/23/2000 ⁽³⁾	06/23/2009	Common Stock	140,374	24.33	D	
Stock Option (Right to Buy) ⁽²⁾	12/27/2000 ⁽⁴⁾	12/27/2009	Common Stock	121,550	42.11	D	
Stock Option (Right to Buy) ⁽²⁾	03/31/2001 ⁽⁵⁾	03/31/2010	Common Stock	70,125	26.8	D	
Stock Option (Right to Buy)	05/10/2001 ⁽⁶⁾	05/10/2010	Common Stock	15,000	21.69	D	
Stock Option (Right to Buy) ⁽²⁾	02/21/2005 ⁽⁷⁾	02/21/2011	Common Stock	23,376	10.29	D	
Stock Option (Right to Buy) ⁽²⁾	12/31/2001 ⁽⁸⁾	05/15/2011	Common Stock	28,050	15.5	D	
Stock Option (Right to Buy)	12/16/2002 ⁽⁹⁾	12/16/2011	Common Stock	70,000	23.82	D	
Stock Option (Right to Buy) ⁽²⁾	03/19/2006 ⁽¹⁰⁾	03/19/2012	Common Stock	3,352	29.83	D	
Stock Option (Right to Buy) ⁽²⁾	03/19/2003 ⁽¹¹⁾	03/19/2012	Common Stock	10,673	29.83	D	
Stock Option (Right to Buy) ⁽²⁾	03/19/2003 ⁽¹²⁾	03/19/2012	Common Stock	32,725	29.83	D	
Restricted Stock ⁽²⁾	03/19/2005 ⁽¹³⁾	03/19/2005 ⁽¹³⁾	Common Stock	4,675	0	D	
Restricted Stock Units ⁽¹⁴⁾	01/17/2006 ⁽¹⁴⁾	01/17/2006 ⁽¹⁴⁾	Common Stock	50,000	0	D	
Restricted Stock Units ⁽¹⁵⁾	02/04/2005 ⁽¹⁵⁾	02/04/2009 ⁽¹⁵⁾	Common Stock	55,682	0	D	
Restricted Stock Units ⁽¹⁶⁾	02/04/2009 ⁽¹⁶⁾	02/04/2009 ⁽¹⁶⁾	Common Stock	65,509	0	D	

Explanation of Responses:

1. Includes 7,393 shares of IAC Common Stock acquired by the reporting person pursuant to the Company's Bonus Stock Purchase Plan in February 2004.
2. Received in the merger among the Company, Ticketmaster and T Merger Corp., which was completed on January 17, 2003 (the "Merger"), in exchange for options to purchase common stock of Ticketmaster (the "Ticketmaster Options"). The vesting of unvested Ticketmaster Options was not accelerated as a result of the Merger and IAC/InterActiveCorp options received in exchange for Ticketmaster Options have substantially the same terms and conditions (including vesting) as were applicable in the case of the related Ticketmaster Options.
3. Vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (June 23, 1999).
4. Vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (December 27, 1999).
5. Vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (March 31, 2000).
6. Represents stock options granted pursuant to the Company's 1997 Stock & Annual Incentive Plan, which vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (May 10, 2000).
7. Vests on the fourth anniversary of the grant date (February 21, 2001).
8. 25% vested on December 31, 2001 and the remainder vested in equal installments every six months thereafter.
9. Represents stock options received pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in four equal installments on the first, second, third and fourth anniversaries of the grant date (December 16, 2001).

10. Vests on the fourth anniversary of the grant date (March 19, 2002).
11. 33% vests on the first, second and third anniversaries of the grant date (March 19, 2002) and the remainder vests on the fourth anniversary of the grant date.
12. Vests in four equal installments on the first, second, third and fourth anniversaries of the grant date (March 19, 2002).
13. Vests in one lump sum installment on the third anniversary of the grant date (March 19, 2002).
14. Represents restricted stock units granted pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in one lump sum installment on the third anniversary of the grant date (January 17, 2003).
15. Represents restricted stock units granted pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in equal installments over five years on the anniversary of the grant date (February 4, 2004).
16. Represents restricted stock units granted pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in one lump sum installment on the fifth anniversary of the grant date (February 4, 2004).

Joanne Hawkins as Attorney-
in-Fact for Thomas McInerney. 02/08/2005

** Signature of Reporting Person 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 5 (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.

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