

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>VIVENDI UNIVERSAL</u>			2. Issuer Name and Ticker or Trading Symbol <u>INTERACTIVECORP [ USAI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2003</u>			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		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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, par value \$.01 per share (Common Stock)	08/08/1988 <sup>(9)</sup>	08/08/1988 <sup>(9)</sup>	J		0	A	0	43,181,308	I	-(1)

**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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	0 <sup>(2)</sup>	06/30/2003		J		28,280,641	11/08/2002	05/17/2012	Common Stock	28,280,641	\$0 <sup>(3)</sup>	0	D	
Class B Common Stock, par value \$.01 per share of USAI	0 <sup>(4)</sup>	08/08/1988 <sup>(9)</sup>		J	0		08/08/1988 <sup>(9)</sup>	08/08/1988 <sup>(9)</sup>	Common Stock	13,430,000	\$0	13,430,000	I	-(5)
Put Option (right to sell)	0 <sup>(6)</sup>	08/08/1988 <sup>(9)</sup>		J	0		05/07/2022	05/07/2022	Class B Common Stock/Common Stock	56,611,308 <sup>(7)</sup>	\$0	1	I	-(8)

**Explanation of Responses:**

- Vivendi Universal, S.A. ("Vivendi") owns 43,181,308 shares of Common Stock indirectly through subsidiaries.
- Prior to the Reported Transaction, Vivendi held 28,280,641 Warrants each to purchase one share of Common Stock, subject to adjustment, at the following exercise prices: 16,187,094 Warrants ("Tranche B Warrants") at \$32.50 per share and 12,093,547 Warrants at \$37.50 per share ("Tranche C Warrant").
- Pursuant to a Warrant Purchase Agreement, dated as of June 30, 2003, between InterActiveCorp and Vivendi Universal, S.A., Vivendi sold to InterActiveCorp: (i) at a purchase price of \$14.97 per warrant 16,187,094 warrants each representing the right to purchase one share of Common Stock at an exercise price of \$32.50 per share, and (ii) at a purchase price of \$13.65 per warrant 12,093,547 warrants each representing the right to purchase one share of Common Stock at an exercise price of \$37.50 per share, for a total purchase price of \$407,397,713.73.
- The shares of Class B Common Stock are identical in all respects to the shares of Common Stock except as to the number of votes per share, and are convertible by the holder thereof on a share for share basis into shares of Common Stock at any time.
- Vivendi owns 13,430,000 shares Class B Common Stock indirectly through subsidiaries.
- Pursuant to the Amended and Restated Limited Liability Partnership Agreement (the "Partnership Agreement") among USI Entertainment Inc., USANI Holding XX, Inc., Universal Pictures International Holdings BV, Universal Pictures International Holdings 2 BV, NYCSpirit Corp. II, USAI, USANi Sub LLC, New-U Studios Holdings, Inc. and Barry Diller dated as of 05/07/2002, attached as Ex. 48 to the Statement on Schedule 13D/A dated as of 05/17/2002, filed with the Securities and Exchange Commission with respect to USAI, beginning on 05/07/2022, Vivendi and certain of its subsidiaries have a contractual right that is the economic equivalent of a right to sell (the "Put Option") 13,430,000 shares of Class B Common Stock and 43,181,308 shares of Common Stock to USAI and certain of its subsidiaries in return for Class B Preferred Interests of Vivendi Universal Entertainment LLLP that will become immediately redeemable for approx. \$2,311,000,000 upon consummation of such transaction.
- On May 7, 2002, as part of the overall transaction among the parties to the Partnership Agreement, Liberty Media Corporation and its affiliates, Vivendi and certain of its subsidiaries entered into the Partnership Agreement granting them the Put Option.
- The Put Option is a right of Vivendi and certain of its subsidiaries.
- The transaction date of 08/08/1988 is a "dummy" date provided by the SEC for purposes of completing the form on the current release of the software available for Form 4 filings and does not represent the transaction date, date exercisable or expiration date of any holding on this Form 4 filing.

George E. Bushnell III, Vice President

07/01/2003

\*\* 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 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.

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