

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>LIBERTY MEDIA CORP</u> (Last) (First) (Middle) <u>12300 LIBERTY BOULEVARD</u> (Street) <u>ENGLEWOOD CO 80112</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>IAC/INTERACTIVECORP [IACI]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2010</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			
Class B Common Stock ⁽¹⁾	12/01/2010		J ⁽²⁾		4,289,499	D	(2)	8,510,500	I	Held through wholly-owned subsidiary
Class A Common Stock	12/01/2010		J ⁽²⁾		4,289,499	A	(2)	4,289,499	I	Held through wholly-owned subsidiary
Class B Common Stock ⁽¹⁾	12/01/2010		J ⁽³⁾		8,510,500	D	(3)	0	I	Held through wholly-owned subsidiary
Class A Common Stock	12/01/2010		J ⁽³⁾		4,289,499	D	(3)	0 ⁽³⁾	I	Held through wholly-owned subsidiary

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B common stock ⁽¹⁾	(2)(3)	12/01/2010		J ⁽²⁾⁽³⁾			12,799,999	(2)(3)	(2)(3)	Class A common stock	12,799,999	(2)(3)	0	I	Held through wholly-owned subsidiary

Explanation of Responses:

- Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder.
- Pursuant to a previously existing Stockholders Agreement between the reporting person and Barry Diller, on December 1, 2010, the reporting person exchanged 4,289,499 shares of Class B common stock owned by the reporting person for 4,289,499 shares of Class A common stock owned by Barry Diller (the "Liberty/Diller Exchange").
- Pursuant to a Stock Exchange Agreement, dated as of December 1, 2010 (the "Exchange Agreement"), by and among the reporting person, Liberty USA Holdings, LLC, the issuer and Celebrate Interactive, Inc., immediately subsequent to the Liberty/Diller Exchange, the reporting person exchanged 8,510,500 shares of Class B common stock and 4,289,499 shares of Class A common stock of the issuer for all of the issuer's interest in Celebrate Interactive, Inc., which was a subsidiary of the issuer that held certain businesses, and approximately \$220 million in cash (the "Liberty/IAC Exchange"). Pursuant to the Exchange Agreement, on December 1, 2010, the reporting person became irrevocably committed to deliver up to 120,000 shares of Class A common stock to the issuer upon the final determination of the working capital of the businesses the reporting person acquired in the Liberty/IAC Exchange.

/s/ Charles Y. Tanabe, Executive
Vice President and General 12/03/2010
Counsel

** 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.

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.

