SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* MCINERNEY THOMAS	2. Issuer Name **and** Ticker or Trading Symbol IAC/INTERACTIVECORP [IACI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle)

C/O IAC/INTERACTIVECORP
555 WEST 18TH STREET

(Street)

NEW YORK   NY   10011

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2010

4. If Amendment, Date of Original Filed (Month/Day/Year)

Director ☐   10% Owner ☐
X Officer (give title below)   Other (specify below)
EVP & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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	02/16/2010		M[1]		23,962	A	$0	195,138	D	
Common Stock, par value $0.001	02/16/2010		F[2]		9,638	D	$21.54	185,500	D	

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				
Restricted Stock Units	$0	02/16/2010		M			23,962	02/16/2010	02/16/2010	Common Stock, par value $0.001	23,962	$0	0	D	
Options to purchase Common Stock, par value $0.001	$21.6	02/16/2010		A		350,000		02/16/2011[3]	02/16/2020[3]	Common Stock, par value $0.001	350,000	$0	350,000	D	

Explanation of Responses:

1. Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnote 3 below).

2. Represents the withholding of shares of IAC common stock to cover the payment of taxes in connection with the vesting of restricted stock units.

3. Represents stock options granted under the Company's 2008 Stock and Annual Incentive Plan that vest in equal installments (25%) on February 16, 2011, 2012, 2013 and 2014.

Tanya M. Stanich as Attorney-in-Fact for Thomas J. McInerney   02/17/2010

** 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.