FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

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* KAUFMAN VICTOR | | | | | | 2. Issuer Name and Ticker or Trading Symbol INTERACTIVECORP [IACI] | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
|--|-------|----------|-------------|--------------|---|--|---|--------|--|---|--|---|---|---|---|--|--|
| (Last) 152 W. 5 | , | First) | (Middle) | - | 3. Date 12/29 | of Earliest Transa /2003 | action (M | lonth/ | Day/Year) | | X Officer (give title below) Vice Chairman | | | | | | |
| (Street) NEW YORK NY 10019 | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (ChecLine) X Form filed by One Reporting Form filed by More than One Report filed Form filed by More than One Report filed Form filed by More than One Report filed Form file | | | | | | | | | | n | | |
| (City) | (5 | State) | (Zip) | | | | | | | | | Persor | | · | | | |
| | | Tak | ole I - Non | -Deriva | tive S | ecurities Acq | uired | , Dis | posed of, | or Ben | eficial | y Owned | I | | | | |
| | | | | | tion y/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (AD Disposed Of (D) (Instr. 3 | | (A) or 3, 4 and | Securition Benefici Owned F | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transac (Instr. 3 | tion(s) | | (| | |
| Common | Stock | | | 12/29/2 | 2003 | | М | | 15,000 | A | \$18.62 | 5 24 | ,675 | D | | | |
| Common | Stock | | | 12/29/2 | 2003 | | S ⁽¹⁾ | | 2,000 | D | \$32.6 | 9 22 | ,675 | D | | | |
| Common | Stock | | | 12/29/2 | 2003 | | S ⁽¹⁾ | | 800 | D | \$32.8 | 21 | ,875 | D | | | |
| Common | Stock | | | 12/29/2 | 2003 | | S ⁽¹⁾ | | 200 | D | \$32.8 | 2 21 | ,675 | D | | | |
| Common | Stock | | | 12/29/2 | 2003 | | S ⁽¹⁾ | | 1,000 | D | \$32.9 | 20 | ,675 | D | | | |
| Common | Stock | | | 12/29/2 | 2003 | | S ⁽¹⁾ | | 1,000 | D | \$32.9 | 9 19 | ,675 | D | | | |
| Common | Stock | | | 12/29/2 | 2003 | | S ⁽¹⁾ | | 4,150 | D | \$33 | 15 | ,525 | D | | | |
| Common | Stock | | | 12/29/2 | 2003 | | S ⁽¹⁾ | | 850 | D | \$33.1 | . 14 | ,675 | D | | | |
| Common | Stock | | | 12/29/2 | 2003 | | S ⁽¹⁾ | | 1,000 | D | \$33.2 | 13 | ,675 | D | | | |
| Common | Stock | | | 12/29/2 | 2003 | | S ⁽¹⁾ | | 4,000 | D | \$33.3 | 9, | 675 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | М | | 10,000 | A | \$18.62 | 5 19 | ,675 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 267 | D | \$33.4 | 4 19 | ,408 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 67 | D | \$33.4 | 5 19 | ,341 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 667 | D | \$33.4 | 6 18 | ,674 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 334 | D | \$33.4 | 3 18 | ,340 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 668 | D | \$33.5 | 17 | ,672 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 533 | D | \$33.6 | 17 | ,139 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 335 | D | \$33.6 | 1 16 | ,804 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 467 | D | \$33.6 | 2 16 | ,337 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 3,992 | D | \$33.6 | 7 12 | ,345 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 1,337 | D | \$33.6 | 9 11 | ,008 | D | | | |
| Common Stock 12/30/2 | | | | | 2003 | | S ⁽¹⁾ | | 200 | D | \$33.8 | 6 10 | ,808 | D | | | |
| Common | Stock | | | 12/30/2 | 2003 | | S ⁽¹⁾ | | 1,133 | D | \$33.8 | 7 9, | 675 | D | | | |
| | | | | | | curities Acqu | | | | | | Owned | | | | | |
| 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise (Instr. 3) Brice of Derivative Security 3. Transaction Date (Month/Day/Year) if any (Month/Day/ | | ate, Tra | ansactio | 5. Number of | 6. Date Exercis Expiration Date (Month/Day/Yea | | e of Securities | | Amount es | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | | | |
| | | | | | | | | | | | | | 1 | | | | |

| | | - | able II - Deriv (e.g., | | | | | , options, | convertil | | | Owned | | | |
|---|--|---------------------------------------|--|--|---|-----|--------|---------------------|------------|---------------------|---|--|--|--|--|
| 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) | Code V GAN utaller Expiration Expiration Granus action of Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration Expiration Date Shaker Shaker of Securities (Month/Day/Year) (Month/Day/Year) Derivative Security (Instr. 3 and 4) | | | | | | es g Security | 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 | Title | Amount or Number of Shares | | | | |
| Stock Options (Right to Buy) | \$18.625 | 12/29/2003 | | М | | | 15,000 | 12/18/2001 | 12/18/2010 | Common Stock | 15,000 | \$0 | 615,000 | D | |
| Stock Options (Right to Buy) | \$18.625 | 12/30/2003 | | М | | | 10,000 | 12/18/2001 | 12/18/2010 | Common Stock | 10,000 | \$0 | 605,000 | D | |

Explanation of Responses:

1. This sale was effected pursuant to the terms of a 10b5-1 sales plan adopted by the reporting person on November 20, 2003.

Joanne Hawkins as Attorney-12/30/2003 in-Fact for Victor Kaufman

** 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.