

**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
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1. Name and Address of Reporting Person* <u>Schwerdtman Michael H</u>  (Last) (First) (Middle) <u>C/O IAC/INTERACTIVECORP</u> <u>555 WEST 18TH STREET</u>  (Street) <u>NEW YORK NY 10011</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2011</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 <input type="checkbox"/> 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 <sup>(1)</sup>	02/16/2011		M <sup>(1)</sup>		1,006	A	\$0	2,386	D	
Common Stock, par value \$0.001	02/16/2011		F <sup>(2)</sup>		465	D	\$31.26	1,921	D	
Common Stock, par value \$0.001 <sup>(3)</sup>	02/16/2011		M <sup>(3)</sup>		14,375	A	\$21.6	16,296	D	
Common Stock, par value \$0.001	02/16/2011		S		14,375	D	\$31.66 <sup>(4)</sup>	1,921	D	
Common Stock, par value \$0.001 <sup>(3)</sup>	02/16/2011		M <sup>(3)</sup>		11,458	A	\$20.05	13,379	D	
Common Stock, par value \$0.001	02/16/2011		S		11,458	D	\$31.62	1,921	D	
Common Stock, par value \$0.001	02/16/2011		S		1,300	D	\$31.64 <sup>(5)</sup>	621	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		Date Exercisable	Expiration Date						Title
Restricted Stock Units <sup>(6)</sup>	\$0	02/16/2011		M		1,006	02/16/2008 <sup>(6)</sup>	02/16/2012 <sup>(6)</sup>	Common Stock, par value \$0.001	1,006	\$0	1,008	D	
Options to purchase Common Stock, par value \$0.001 <sup>(7)</sup>	\$21.6	02/16/2011		M		14,375	02/16/2011 <sup>(7)</sup>	02/16/2020 <sup>(7)</sup>	Common Stock, par value \$0.001	14,375	\$0	43,125	D	
Options to purchase Common Stock, par value \$0.001 <sup>(8)</sup>	\$20.05	02/16/2011		M		11,458	01/31/2009 <sup>(8)</sup>	01/31/2018 <sup>(8)</sup>	Common Stock, par value \$0.001	11,458	\$0	11,459	D	

**Explanation of Responses:**

- Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnote 6 below).
- Represents the withholding of shares of IAC common stock to cover the payment of taxes in connection with the vesting of restricted stock units.
- Represents shares of IAC common stock acquired upon the exercise of stock options (see footnotes 7 and 8 below).
- The price reflects a weighted average of sales made at prices ranging from \$31.62 to \$31.69. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- The price reflects a weighted average of sales made at prices ranging from \$31.63 to \$31.65. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- Represents restricted stock units that vest in five equal annual installments (20%) on February 16, 2008, February 16, 2009, February 16, 2010, February 16, 2011 and February 16, 2012.
- Represents stock options that vest in four equal annual installments (25%) on February 16, 2011, February 16, 2012, February 16, 2013 and February 16, 2014.
- Represents stock options that vest in four equal annual installments (25%) on January 31, 2009, January 31, 2010, January 31, 2011 and January 31, 2012.

Joanne Hawkins as Attorney-in- 02/18/2011  
Fact for Michael H.

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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