

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>KEOUGH DONALD R /NY</u> (Last) (First) (Middle) <u>711 FIFTH AVENUE</u> (Street) <u>NEW YORK NY 10022</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	09/30/2008		A		674	A	\$17.3	76,064 ⁽¹⁾	D	
Common Stock, par value \$0.001								500	I	By spouse

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					
Restricted Stock Units ⁽²⁾	\$0							06/20/2007	06/20/2009	Common Stock, par value \$0.001	2,865	2,865	D	
Restricted Stock Units ⁽²⁾	\$0							06/13/2008	06/13/2010	Common Stock, par value \$0.001	5,730	5,730	D	
Restricted Stock Units ⁽²⁾	\$0							08/01/2009	08/01/2011	Common Stock, par value \$0.001	8,594	8,594	D	
Options to Purchase Common Stock ⁽³⁾	\$18.51							08/20/2008	10/01/2009	Common Stock, par value \$0.001	2,499	2,499	D	
Options to Purchase Common Stock ⁽³⁾	\$21.48							08/20/2008	04/04/2010	Common Stock, par value \$0.001	1,249	1,249	D	
Options to Purchase Common Stock ⁽³⁾	\$24.99							08/20/2008	05/02/2011	Common Stock, par value \$0.001	1,249	1,249	D	
Options to Purchase Common Stock ⁽³⁾	\$24.42							08/20/2008	05/30/2011	Common Stock, par value \$0.001	1,249	1,249	D	
Options to Purchase Common Stock ⁽³⁾	\$23.56							08/20/2008	06/12/2012	Common Stock, par value \$0.001	2,499	2,499	D	

Explanation of Responses:

1. Includes (i) 674 share units accrued under the Non-Employee Director Deferred Compensation Plan as of September 30, 2008, plus (ii) 14,843 share units previously accrued under the Non-Employee Director Deferred Compensation Plan prior to September 30, 2008, which number reflects adjustments made to such units (in the same manner as those made to restricted stock units (see footnote 2 below)) to reflect the one-for-two reverse stock split (the "Reverse Stock Split") effected in connection with, and immediately following, the spin-off by IAC of HSN, Inc., Interval Leisure Group, Inc., Ticketmaster and

Tree.com, Inc. on August 20, 2008 (the "Spin-Off"), plus (iii) 60,547 shares of IAC common stock held by the reporting person, which number reflects adjustments to give effect to the Reverse Stock Split effected in connection with, and immediately following, the Spin-Off.

2. Reflects previously granted restricted stock units with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of IAC common stock underlying such restricted stock units, to reflect the Spin-Off and Reverse Stock Split. These previously granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split.

3. In connection with the Spin-Off, stock options granted prior to December 31, 2007 were converted into options to purchase common stock of each of IAC, HSN, Inc., Interval Leisure Group, Inc., Ticketmaster and Tree.com, Inc., with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of common stock underlying each option and the per share exercise price to reflect the Spin-Off and Reverse Stock Split. These previously granted stock options have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split. Reflects IAC stock options, as adjusted on the basis described immediately above.

Joanne Hawkins as Attorney-
in-Fact for Donald Keough

10/02/2008

** 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.