

**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>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>02/11/2011</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 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>	02/11/2011		M <sup>(1)</sup>		1,249	A	\$24.99	106,555	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	02/11/2011		M <sup>(1)</sup>		1,249	A	\$24.42	107,804 <sup>(2)</sup>	D	
Common Stock, par value \$0.001 <sup>(3)</sup>								500 <sup>(3)</sup>	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						Amount or Number of Shares
Options to purchase Common Stock <sup>(4)</sup>	\$24.99	02/11/2011		M		1,249		08/20/2008 <sup>(4)</sup>	05/02/2011 <sup>(4)</sup>	Common Stock, par value \$0.001	1,249	\$0	0	D	
Options to purchase Common Stock <sup>(5)</sup>	\$24.42	02/11/2011		M		1,249		08/20/2008 <sup>(5)</sup>	05/30/2011 <sup>(5)</sup>	Common Stock, par value \$0.001	1,249	\$0	0	D	

**Explanation of Responses:**

1. Represents shares of IAC common stock acquired upon the exercise of stock options (see footnotes 4 and 5 below).
2. Includes (i) 86,232 shares of IAC Common Stock and (ii) 21,572 share units accrued under the Non-Employee Director Deferred Compensation Plan as of December 31, 2010.
3. The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.
4. Represents vested stock options that expire on May 2, 2011.
5. Represents vested stock options that expire on May 30, 2011.

Joanne Hawkins as Attorney-in-Fact for Donald Keough 02/15/2011

\*\* 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.