## FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
haura nar raananaa	0.5								

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

may co	ontinue. See In	struction 1(b).			Filed						s Exchange Act			Ĺ	nours pe	er respons	se:	0.5	
1. Name and Address of Reporting Person*  Schwerdtman Michael H						or Section 30(h) of the Investment Company Act of 1940  2. Issuer Name and Ticker or Trading Symbol  IAC/INTERACTIVECORP [ IACI ]							(Check a	5. Relationship of Reporting (Check all applicable) Director			10% Owner		
	(Last) (First) (Middle) C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET						3. Date of Earliest Transaction (Month/Day/Year) 08/20/2008							X Officer (give title Other (specify below) SVP & Controller					
(Street) NEW YORK NY 10011						4. If Amendment, Date of Original Filed (Month/Day/Year) 08/22/2008							Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person						
(City)		(State)	(Zip)																
			Table I - I	Non-E	Deriva	ative Se		Acqı	·	Disp	osed of, or	Benefic	ially Own	ed					
D				Da	Transa ate lonth/Da	ction ay/Year)	2A. Deemed Execution Da if any (Month/Day/)	Code (Instr.		4. Securities Ad Disposed Of (D		and 5)	nd 5) Securities Beneficially 0 Following Re		Dwned or Indirect ported (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)		Transaction(s 3 and 4)	) (Instr.			(Instr. 4)	
Common Stock, par value \$0.001 08.						/20/2008			M <sup>(1)</sup>		29,971	A	\$0	38,406		D			
Common Stock, par value \$0.001 08/					08/20/	/20/2008			F <sup>(2)</sup>		10,124	A	\$0	14,141 <sup>(3)</sup>		D			
			Table I								sed of, or B onvertible se			d					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code 8)		Acquire Dispose	ve Securities D		6. Date Exercisable Date (Month/Day/Ye			7. Title and Amoun Securities Underlyi Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numl derivati Securiti Benefic Owned Followi	ve Ownersh ies Form: Direct (D or Indire		Beneficial Ownership ect (Instr. 4)	
	Security			Code	v	(A)	(D)	Date Exe	e ercisable		Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		(i) (iiisti.		
Restricted Stock Units	\$0	08/20/2008		M <sup>(4)</sup>			650 <sup>(5)</sup>	12	2/01/2004	4 <sup>(6)</sup>	08/08/2008 <sup>(6)</sup>	Common Stock, par value \$0.001	650 <sup>(5)</sup>	\$0	(	0 D			
Restricted Stock Units	\$0	08/20/2008		M <sup>(4)</sup>			295 <sup>(5)</sup>	295 <sup>(5)</sup> 02		5 <sup>(6)</sup>	08/08/2008 <sup>(6)</sup>	Common Stock, par value \$0.001	295 <sup>(5)</sup>	\$0	C	0 1			
Restricted Stock Units	\$0	08/20/2008		M <sup>(4)</sup>			1,579 <sup>(5)</sup>	12	2/02/2005	5(6)	08/20/2008 <sup>(6)</sup>	Common Stock, par value \$0.01	1,579(5)	\$0	(	)	D		

Commo Stock,

par valu \$0.001

Commo Stock,

\$0.001 Commo

Stock,

\$0.001

Stock,

par valu \$0.001

Stock, par value

\$0.001 Commo

Stock, par value \$0.001

Commo Stock,

\$0.01 Common Stock,

\$0.001 Common Stock,

par valu \$0.001 2,647(5)

3,162(5)

11,856(5)

1.796(5)

878(5)

10,664(13)

7,108(5)

13,750(15)

45,833(16)

\$0

\$<mark>0</mark>

\$<mark>0</mark>

\$0

\$<mark>0</mark>

\$0

0

3,624(8)

9,058(8)

4,119(8)

3,020(8)

10,664(13)

4,074(14)

13,750<sup>(15)</sup>

45,833<sup>(16)</sup>

D

D

D

D

D

D

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D

D

08/20/2008(6)

02/10/2010(6)(7)

09/29/2010<sup>(6)(9)</sup>

02/06/2011(6)(10)

02/16/2012(6)(11)

02/16/2010<sup>(6)</sup>(12)

02/16/2010<sup>(6)(12)</sup>

01/31/2011(6)(15)

01/31/2018<sup>(6)</sup>(16)

## Explanation of Responses:

Restricted

Restricted

Restricted

Restricted

Restricted

Restricted

Restricted

Restricted

Options to Purchase

Common Stock

Units

Stock Units

Units

Stock Units

Stock Units

Stock Units

Stock Units

Stock Units \$0

\$0

\$0

\$0

\$0

\$20.05

08/20/2008

08/20/2008

08/20/2008

08/20/2008

08/20/2008

08/20/2008

08/20/2008

- 1. Reflects shares of IAC common stock acquired upon the accelerated vesting of multiple grants of restricted stock units immediately prior to the completion of the spin-off by IAC of HSN, Inc., Interval Leisure Group, Inc., Ticketmaster and Tree.com, Inc. on August 20, 2008 (the "Spin-Off").
- 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 (see footnote 1 above).
- $3. \ Reflects \ the \ one-for-two \ reverse \ stock \ split \ (the \ "Reverse \ Stock \ Split") \ effected \ in \ connection \ with, \ and \ immediately \ following, \ the \ Spin-Off.$

M<sup>(4)</sup>

M<sup>(4)</sup>

M<sup>(4)</sup>

M<sup>(4)</sup>

M<sup>(4)</sup>

**T**(12)

M<sup>(12)</sup>

2,647<sup>(5)</sup>

3,162<sup>(5)</sup>

11,856(5)

1,796<sup>(5)</sup>

878<sup>(5)</sup>

7,108<sup>(5)</sup>

10,664<sup>(13)</sup>

02/10/2006(6)

02/10/2006(6)(7)

 $09/29/2010^{(6)(9)}$ 

02/06/2007(6)(10)

 $02/16/2008^{(6)(11)}$ 

08/20/2008<sup>(6)(12)</sup>

08/20/2008(6)(12)

 $01/31/2011^{(6)(15)}$ 

 $01/31/2009^{(6)(16)}$ 

- 4. Reflects the accelerated vesting of all or a portion of previously granted restricted stock units immediately prior to the completion of the Spin-Off pursuant to adjustments made in contemplation of the Spin-Off.
- 5. Represents the number of shares of IAC common stock accelerated upon the vesting of previously granted restricted stock units (as described above), which number does not give effect to the Reverse Stock Split.
- 6. The date in the "Date Exercisable" column represents the first vesting date pursuant to the terms of the original award or, in the case of awards that were both amended (see footnote 12) in connection with the Spin-Off, August 20, 2008. The date in the "Expiration Date" column represents, in the case of (i) restricted stock units that were accelerated in full in connection with the Spin-Off, August 20, 2008, (ii) all other restricted stock units, the last vesting date, and (iii) stock options, the last date of their term.
- 7. Pursuant to the initial terms of this award, the last remaining tranche of this award (3,624) will vest on February 10, 2010.
- 8. Represents the number of previously granted restricted stock units remaining after the accelerated vestings described above, 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.
- 9. Pursuant to the initial terms of this award, this award will vest in one lump sum installment on September 29, 2010.
- 10. Pursuant to the initial terms of this award, the two remaining tranches of this award (2,059 and 2,060) will vest on February 6, 2010 and February 6, 2011.
- 11. Pursuant to the initial terms of this award, the three remaining tranches of this award (1,006, 1,006 and 1,008) will vest on February 16, 2010, February 16, 2011 and February 16, 2012.
- 12. Reflects an amendment made to the terms of previously granted performance-based restricted stock units in contemplation of the Spin-Off to fix the number of shares of IAC common stock subject to the award, remove the performance conditions and provide for the acceleration of the vesting of two-thirds of the award immediately prior to the completion of the Spin-Off (as described above), with the balance of the award vesting on February 16, 2010.
- 13. The number of restricted stock units and shares of IAC common stock underlying such restricted stock units do not reflect the Spin-Off and Reverse Stock Split.
- 14. Represents the number of previously granted restricted stock units remaining after the accelerated vesting described above, 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.
- 15. Represents 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, which provide for vesting in one lump sum installment on January 31, 2011.
- 16. Represents previously granted stock options, with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of IAC common stock underlying such stock options 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, which provide for vesting in four equal annual installments (25%) on January 31, 2009, January 31, 2010, January 31, 2011 and January 31, 2012.

<u>Tanya M. Stanich as Attorney-in-</u> <u>Fact for Michael H. Schwerdtman</u>

12/03/2008

\*\* 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.

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