

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	
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1. Name and Address of Reporting Person* <u>KEOUGH DONALD R /NY</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2012</u>					
<u>711 FIFTH AVENUE</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		
(Street)	<u>NEW YORK</u>	<u>NY</u>						
(City)	(State)	(Zip)						

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 ⁽¹⁾	06/15/2012		M ⁽¹⁾		8,663	A	\$0	132,438	D	
Common Stock, par value \$0.001 ⁽¹⁾	06/16/2012		M ⁽¹⁾		2,393	A	\$0	134,831 ⁽²⁾	D	
Common Stock, par value \$0.001 ⁽³⁾								500 ⁽³⁾	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		Date Exercisable	Expiration Date						Title
Restricted Stock Units ⁽¹⁾	\$0	06/15/2012		M ⁽¹⁾		5,116	06/15/2010 ⁽⁴⁾	06/15/2012 ⁽⁴⁾	Common Stock, par value \$0.001	5,116	\$0	0	D	
Restricted Stock Units ⁽¹⁾	\$0	06/15/2012		M ⁽¹⁾		3,547	06/15/2011 ⁽⁵⁾	06/15/2013 ⁽⁵⁾	Common Stock, par value \$0.001	3,547	\$0	3,548	D	
Restricted Stock Units ⁽¹⁾	\$0	06/16/2012		M ⁽¹⁾		2,393	06/16/2012 ⁽⁶⁾	06/16/2014 ⁽⁶⁾	Common Stock, par value \$0.001	2,393	\$0	4,786	D	

Explanation of Responses:

1. Represents shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnotes 4, 5 and 6 below).
2. Includes (i) 111,314 shares of IAC Common Stock and (ii) 23,517 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of the filing of this report.
3. The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.
4. The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2009.
5. The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2010.
6. The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 16, 2011.

Joanne Hawkins as Attorney-in-Fact for Donald Keough 06/19/2012

** 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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