

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RATTNER STEVEN</u> (Last) (First) (Middle) <u>375 PARK AVE. 14TH FL.</u> (Street) <u>NEW YORK NY 10152</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IAC/INTERACTIVECORP [IAC]</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>08/09/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/04/2005</u>		

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 \$0.01 ⁽¹⁾	08/09/2005		J ⁽¹⁾		5,217 ⁽²⁾	D	\$0	0	D	
Common Stock, par value \$0.001 ⁽¹⁾	08/09/2005		J ⁽¹⁾		3,701 ⁽³⁾⁽⁴⁾	A	\$0	3,701 ⁽³⁾⁽⁴⁾	D	
Common Stock, par value \$0.001 ⁽⁵⁾	09/30/2005		A ⁽⁵⁾		551 ⁽⁵⁾	A	\$25.35	4,252 ⁽⁶⁾	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	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units ⁽⁷⁾	\$0	08/09/2005		J ⁽⁷⁾		4,502		04/28/2006 ⁽⁸⁾⁽⁹⁾	04/28/2007 ⁽⁸⁾⁽⁹⁾	Common Stock	\$0	4,502	D	
Restricted Stock Units ⁽⁷⁾	\$0	08/09/2005		J ⁽⁷⁾		6,753		07/19/2006 ⁽⁸⁾⁽¹⁰⁾	07/19/2008 ⁽⁸⁾⁽¹⁰⁾	Common Stock	\$0	6,753	D	

Explanation of Responses:

- Reflects the disposition of IAC Common Stock, par value \$0.01 ("Old IAC Common Stock"), and the acquisition of IAC Common Stock, par value \$0.001 ("New IAC Common Stock"), in each case, in connection with the spin-off by IAC/InterActiveCorp ("IAC") of Expedia, Inc. ("Expedia"), which was completed on August 9, 2005 (the "Spin-Off"). The Spin-Off, which was immediately preceded by a one-for-two reverse stock split (the "Reverse Stock Split"), was effected by way of a reclassification, pursuant to which each share of Old IAC Common Stock was reclassified into one share of New IAC Common Stock and 1/100 of a share of IAC Series 1 Mandatory Exchangeable Preferred Stock, which was automatically exchanged into one share of Expedia Common Stock.
- Includes (i) 2,500 shares of Old IAC Common Stock held directly by the reporting person and (ii) 2,717 share units, each of which represents the right to receive one share of Old IAC Common Stock, accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of August 9, 2005 ("Old IAC Share Units"). Does not include 21,065 shares of Old IAC Common Stock held by partnerships in which the reporting person may be deemed to have a pecuniary interest. Pursuant to Exchange Act Rule 16a-1(a)(2)(ii)(B), the reporting person may be deemed to be the beneficial owner of the securities reported herein only to the extent of his pecuniary interest therein. Pursuant to Exchange Act Rule 16a-1(a)(4), this filing shall not be deemed an admission that the reporting person is, for any purpose, the beneficial owner of any securities reported herein in excess of such amount.
- Includes (i) 1,250 shares of New IAC Common Stock held directly by the reporting person and (ii) 2,451 share units, each of which represents the right to receive one share of New IAC Common Stock, accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of August 9, 2005 ("New IAC Share Units"). Does not include 10,532 shares of IAC Common Stock held by partnerships in which the reporting person may be deemed to have a pecuniary interest. Pursuant to Exchange Act Rule 16a-1(a)(2)(ii)(B), the reporting person may be deemed to be the beneficial owner of the securities reported herein only to the extent of his pecuniary interest therein. Pursuant to Exchange Act Rule 16a-1(a)(4), this filing shall not be deemed an admission that the reporting person is, for any purpose, the beneficial owner of any securities reported herein in excess of such amount.
- In connection with the Spin-Off, all of the reporting person's Old IAC Share Units, which represented the right to receive shares of Old IAC Common Stock, converted into New IAC Share Units representing the right to receive shares of New IAC Common Stock, with adjustments to the number of shares underlying each share unit based on the market capitalization of IAC after giving effect to the Spin-Off and Reverse Stock Split. The nature and impact of this adjustment were not accurately reflected in the initial form due to administrative error.
- Represents share units accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of September 30, 2005.
- Includes (i) 1,250 shares of New IAC Common Stock held directly by the reporting person and (ii) 3,002 New IAC Share Units accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of September 30, 2005. Does not include 10,532 shares of IAC Common Stock held by partnerships in which the reporting person may be deemed to have a pecuniary interest. Pursuant to Exchange Act Rule 16a-1(a)(2)(ii)(B), the reporting person may be deemed to be the beneficial owner of the securities reported herein only to the extent of his pecuniary interest therein. Pursuant to Exchange Act Rule 16a-1(a)(4), this filing shall not be deemed an admission that the reporting person is, for any purpose, the beneficial owner of any securities reported herein in excess of such amount.
- In connection with the Spin-Off, all of the reporting person's restricted stock units, which represented the right to receive shares of Old IAC Common Stock ("Old IAC RSUs"), converted into restricted stock units representing the right to receive shares of New IAC Common Stock, with adjustments to the number of shares underlying each restricted stock unit based on the market capitalization of IAC after giving effect to the Spin-Off and Reverse Stock Split ("New IAC RSUs").
- New IAC RSUs received in connection with the Spin-Off have the same terms and conditions, including the same vesting periods, as Old IAC RSUs had immediately prior to the Spin-Off and Reverse Stock Split.
- The terms of the initial grant provide for vesting in equal installments over three years on the anniversary of the grant date, April 28, 2004.
- The terms of the initial grant provide for vesting in equal installments over three years on the anniversary of the grant date, July 19, 2005.

Joanne Hawkins as Attorney-in-Fact for Steven Rattner 11/07/2005

** 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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