

FORM 4

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person**

Vivendi Universal, S.A.

(Last) (First) (Middle)

375 Park Avenue

(Street)

New York, NY 10152

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

USA Interactive, Inc. (USAI) (formerly USA Networks, Inc.)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

May, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

FORM 4 (continued)

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Amount	Price			
Common Stock, par value \$.01 per share ("Common Stock") of USA Interactive, Inc. ("USAI")	5/7/02	P	25,000,000	A (1)	43,181,308	I	(2)

Explanation of Responses:

(1) On May 7, 2002, Vivendi Universal, S.A. ("Vivendi") exchanged 11,239,765
Vivendi ordinary shares in return for 25,000,000 shares of Common Stock.
(2) Vivendi owns 43,181,308 shares Common Stock indirectly through
subsidiaries.

+ Applicable to Vivendi Universal Canada Inc. (formerly known as The Seagram Company Ltd.) and Universal Studios, Inc. ("Universal").

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).

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)	4. Transaction Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Ownership (Instr. 4)
Shares of USANi LLC	(3)	5/7/02	J(4)	282,161,530		Class B Common Stock/ Common Stock		0		
Warrants	(6)	5/7/02	P	60,467,735	11/8/02 5/7/12	Common Stock	60,467,735 (7)	60,467,735	I	(8)
Class B Common Stock, par value \$0.01 per share, of USAi ("Class B Common Stock")	(9)				(9) (9)	Common Stock	13,430,000	13,430,000	I	(10)
Put Option (right to sell)	(11)	5/7/02	J(11)	1	5/7/22 None	Class B Common Stock/ Common Stock	56,611,308 (12)	1	I	(13)

Explanation of Responses:

- (3) Until May 7, 2002, the shares of USANi LLC held by Vivendi were exchangeable for 146,570,000 shares of Class B Common Stock and 135,591,530 shares of Common Stock. See Note 4 below.
- (4) On May 7, 2002, USAi, Universal (for itself and on behalf of certain of its subsidiaries) and Liberty Media Corporation ("Liberty Media") (for itself and on behalf of certain of its subsidiaries) terminated the Exchange Agreement dated as of October 19, 1997, among such parties (the "Exchange Agreement"), pursuant to which the shares of USANi LLC mentioned in Note 3 above were exchangeable into shares of Common Stock and Class B Common Stock.
- (5) The Exchange Agreement was terminated by USAi, Universal (for itself and on behalf of certain of its subsidiaries) and Liberty Media (for itself and on behalf of certain of its subsidiaries) as part of the overall transaction among such parties (the "Transaction"), as disclosed in the Statement on Schedule 13D/A dated as of December 21, 2001, as amended, filed with the Securities and Exchange Commission with respect to USAi.
- (6) Each Warrant entitles its holder to purchase one share of Common Stock, subject to adjustment. The exercise prices are as follows: 24,187,094 Warrants at \$27.50 per share, 24,187,094 Warrants at \$32.50 per share and 12,093,547 at \$37.50 per share, in each case subject to adjustment.
- (7) On May 7, 2002, the Warrants were issued to a subsidiary of Vivendi as part of the Transaction. The Equity Warrant Agreement with respect to the Warrants, among USAi and The Bank of New York, dated as of May 7, 2002, is attached as Exhibit 49 to the Statement on Schedule 13D/A dated as of May 17, 2002, filed with the Securities and Exchange Commission with respect to USAi.
- (8) Vivendi owns the Warrants indirectly through subsidiaries.
- (9) The shares of Class B Common Stock are identical in all respects to the shares of Common Stock except as to the number of votes per share, and are convertible by the holder thereof on a share for share basis into shares of Common Stock at any time.
- (10) Vivendi owns 13,430,000 shares Class B Common Stock indirectly through subsidiaries.
- (11) Pursuant to the Amended and Restated Limited Liability Limited Partnership Agreement (the "Partnership Agreement") among USI Entertainment Inc., USANI Holding XX, Inc., Universal Pictures International Holdings BV, Universal Pictures International Holdings 2 BV, NYC Spirit Corp. II, USAi, USANi Sub LLC, New-U Studios Holdings, Inc. and Barry Diller dated as of May 7, 2002, attached as Exhibit 48 to the Statement on Schedule 13D/A dated as of May 17, 2002, filed with the Securities and Exchange Commission with respect to USAi, beginning on May 7, 2022, Vivendi and certain of its subsidiaries have a contractual right that is the economic equivalent of a right to sell (the "Put Option") 13,430,000 shares of Class B Common Stock and 43,181,308 shares of Common Stock to USAi and certain of its subsidiaries in return for Class B Preferred Interests of Vivendi Universal Entertainment LLLP that will become immediately redeemable for approximately \$2,311,000,000 upon consummation of such transaction.
- (12) On May 7, 2002, as part of the Transaction, Vivendi and certain of its subsidiaries entered into the Partnership Agreement granting them the Put Option.
- (13) The Put Option is a right of Vivendi and certain of its subsidiaries.

