

**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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|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>KAUFMAN VICTOR</u><br><br>(Last) (First) (Middle)<br><u>152 W. 57TH ST</u><br><br>(Street)<br><u>NEW YORK NY 10019</u><br><br>(City) (State) (Zip)              | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>INTERACTIVECORP [ IACI ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><p style="text-align: right;"><b>Vice Chairman</b></p> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>12/23/2003</u>          |   |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                       |   |
| <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    | 12/23/2003                           |  | M                              |   | 10,000  | A          | \$18.625 | 19,675  | D  |   |
| Common Stock                    | 12/23/2003                           |  | S <sup>(1)</sup>               |   | 2,500   | D          | \$33.9   | 17,175  | D  |   |
| Common Stock                    | 12/23/2003                           |  | S <sup>(1)</sup>               |   | 1,675   | D          | \$33.7   | 15,500  | D  |   |
| Common Stock                    | 12/23/2003                           |  | S <sup>(1)</sup>               |   | 1,662   | D          | \$33.5   | 13,838  | D  |   |
| Common Stock                    | 12/23/2003                           |  | S <sup>(1)</sup>               |   | 2,500   | D          | \$33.46  | 11,338  | D  |   |
| Common Stock                    | 12/23/2003                           |  | S <sup>(1)</sup>               |   | 1,663   | D          | \$33.3   | 9,675   | D  |   |
| Common Stock                    | 12/24/2003                           |  | M                              |   | 10,000  | A          | \$18.625 | 19,675  | D  |   |
| Common Stock                    | 12/24/2003                           |  | S <sup>(1)</sup>               |   | 1,666   | D          | \$33.11  | 18,009  | D  |   |
| Common Stock                    | 12/24/2003                           |  | S <sup>(1)</sup>               |   | 1,667   | D          | \$33.2   | 16,342  | D  |   |
| Common Stock                    | 12/24/2003                           |  | S <sup>(1)</sup>               |   | 1,667   | D          | \$33.4   | 14,675  | D  |   |
| Common Stock                    | 12/24/2003                           |  | S <sup>(1)</sup>               |   | 5,000   | D          | \$33.06  | 9,675   | D  |   |
| Common Stock                    | 12/26/2003                           |  | M                              |   | 15,000  | A          | \$18.625 | 24,675  | D  |   |
| Common Stock                    | 12/26/2003                           |  | S <sup>(1)</sup>               |   | 1,666   | D          | \$33.29  | 23,009  | D  |   |
| Common Stock                    | 12/26/2003                           |  | S <sup>(1)</sup>               |   | 33  | D          | \$33.24  | 22,976  | D  |   |
| Common Stock                    | 12/26/2003                           |  | S <sup>(1)</sup>               |   | 1,633   | D          | \$33.23  | 21,343  | D  |   |
| Common Stock                    | 12/26/2003                           |  | S <sup>(1)</sup>               |   | 11,668  | D          | \$33.03  | 9,675   | 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 |   |  |  |   |  | Title |
| Stock Options (Right to Buy)               | \$18.625   | 12/23/2003                           |  | M                              |   |  | 10,000 | 12/18/2001   | 12/18/2010      | Common Stock  | 10,000                                     | \$0  | 655,000   | D  |       |
| Stock Options (Right to Buy)               | \$18.625   | 12/24/2003                           |  | M                              |   |  | 10,000 | 12/18/2001   | 12/18/2010      | Common Stock  | 10,000                                     | \$0  | 645,000   | D  |       |
| Stock Options (Right to Buy)               | \$18.625   | 12/26/2003                           |  | M                              |   |  | 15,000 | 12/18/2001   | 12/18/2010      | Common Stock  | 15,000                                     | \$0  | 630,000   | D  |       |

**Explanation of Responses:**

1. This sale was effected pursuant to the terms of a 10b5-1 sales plan adopted by the reporting person on November 20, 2003.

Joanne Hawkins as Attorney-  
in-Fact for Victor Kaufman

12/29/2003

\*\* 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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