

| OMB APPROVAL | |
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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

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|--|--|--|
| 1. Name and Address of Reporting Person* <u>SEVERANCE WILLIAM</u> | 2. Issuer Name and Ticker or Trading Symbol <u>INTERACTIVECORP [IACI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP and Controller |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2003</u> | |
| (Last) (First) (Middle) | 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 <input type="checkbox"/> Form filed by More than One Reporting Person |
| (Street) | (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 | 05/07/2003 | | M | | 10,000 | A | 18.63 | 30,765 | D | |
| Common Stock | 05/07/2003 | | M | | 10,000 | A | 21.69 | 40,765 | D | |
| Common Stock | 05/07/2003 | | M | | 3,750 | A | 21.53 | 44,515 | D | |
| Common Stock | 05/07/2003 | | S | | 10,400 | D | 34.09 | 34,115 | D | |
| Common Stock | 05/07/2003 | | S | | 6,924 | D | 34.1 | 27,191 | D | |
| Common Stock | 05/07/2003 | | S | | 1,300 | D | 34.11 | 25,891 | D | |
| Common Stock | 05/07/2003 | | S | | 7,700 | D | 34.13 | 18,191 | 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 | Amount or Number of Shares | | | | |
| Stock Option (right to buy) ⁽¹⁾ | 18.63 | 05/07/2003 | | M | | | 10,000 | 12/18/2001 | 12/18/2010 | Common Stock | 10,000 | \$18.63 | 10,000 | D | |
| Stock Option (right to buy) ⁽²⁾ | 21.53 | 05/07/2003 | | M | | | 3,750 | 01/27/2000 | 07/27/2009 | Common Stock | 3,750 | \$21.53 | 1,250 | D | |
| Stock Option (right to buy) ⁽³⁾ | 21.69 | 05/07/2003 | | M | | | 10,000 | 05/10/2001 | 05/10/2010 | Common Stock | 10,000 | \$21.69 | 10,000 | D | |

Explanation of Responses:

- This stock option was granted pursuant to the Company's 1997 Stock and Annual Incentive Plan and vests equally over a four-year period from the date of the grant. 10,000 of these options are currently unvested.
- This stock option was granted pursuant to the Company's 2000 Stock and Annual Incentive Plan and vests equally over a four-year period from the date of the grant. 1,250 of these options are currently unvested.
- This stock option was granted pursuant to the Company's 2000 Stock and Annual Incentive Plan and vests equally over a four-year period from the date of the grant. 10,000 of these options are currently unvested.

William Severance

05/09/2003

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.