

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>Schwertman Michael H</u> (Last) (First) (Middle) <u>C/O IAC/INTERACTIVECORP</u> <u>152 WEST 57TH STREET, 42ND FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IAC/INTERACTIVECORP [IACI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP & Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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⁾	02/10/2006		M ⁽¹⁾		4,480	A	\$0	5,684	D	
Common Stock, par value \$0.001 ⁽²⁾	02/10/2006		F ⁽²⁾		1,633	D	\$28.02	4,051	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
Restricted Stock Units	\$0	02/10/2006		M			1,318	02/10/2006 ⁽³⁾	02/10/2010 ⁽³⁾	Common Stock	1,318	\$0	5,280	D	
Restricted Stock Units	\$0	02/10/2006		M			3,162	02/10/2006 ⁽⁴⁾	02/10/2010 ⁽⁴⁾	Common Stock	3,162	\$0	12,648	D	

Explanation of Responses:

1. Represents shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnotes 3 and 4 below).
2. Represents the withholding of shares of IAC Common Stock for the payment of taxes in connection with the vesting of restricted stock units (see footnotes 3 and 4 below).
3. The terms of the initial grant provide for vesting in equal installments over five years on the anniversary of the grant date, February 10, 2005.
4. The terms of the initial grant provide for vesting in equal installments over five years on the anniversary of February 10, 2005.

Joanne Hawkins as Attorney-in-Fact for Michael H. Schwertman 02/14/2006

** 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.