

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>MCINERNEY THOMAS</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/17/2006</u>	
	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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 ⁽¹⁾	08/09/2005		J ⁽¹⁾		17,342 ⁽²⁾	D	\$0	0	D	
Common Stock, par value \$0.001 ⁽¹⁾	08/09/2005		J ⁽¹⁾		8,671 ⁽³⁾	A	\$0	8,671 ⁽³⁾	D	
Common Stock, par value \$0.001 ⁽⁴⁾	01/17/2006		M ⁽⁴⁾		45,018	A	\$0	53,689 ⁽³⁾	D	
Common Stock, par value \$0.001 ⁽⁵⁾	01/17/2006		F ⁽⁵⁾		18,263	D	\$29.32	35,426 ⁽³⁾	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				
Options to Purchase Common Stock ⁽⁶⁾	\$24.09	08/09/2005		J ⁽⁶⁾		7,500		08/09/2005 ⁽⁷⁾	05/10/2010 ⁽⁷⁾	Common Stock	7,500	\$0	7,500	D	
Options to Purchase Common Stock ⁽⁶⁾	\$26.46	08/09/2005		J ⁽⁶⁾		26,250		08/09/2005 ⁽⁷⁾	12/16/2011 ⁽⁷⁾	Common Stock	26,250	\$0	26,250	D	
Options to Purchase Common Stock ⁽⁸⁾	\$26.46	08/09/2005		J ⁽⁸⁾		15,756		12/16/2005 ⁽⁷⁾	12/16/2011 ⁽⁷⁾	Common Stock	15,756	\$0	15,756	D	
Options to Purchase Common Stock ⁽⁶⁾	\$27.03	08/09/2005		J ⁽⁶⁾		70,186		08/09/2005 ⁽⁷⁾	06/23/2009 ⁽⁷⁾	Common Stock	70,186	\$0	70,186	D	
Options to Purchase Common Stock ⁽⁶⁾	\$29.77	08/09/2005		J ⁽⁶⁾		35,062		08/09/2005 ⁽⁷⁾	03/31/2010 ⁽⁷⁾	Common Stock	35,062	\$0	35,062	D	
Options to Purchase Common Stock ⁽⁶⁾	\$46.77	08/09/2005		J ⁽⁶⁾		60,775		08/09/2005 ⁽⁷⁾	12/27/2009 ⁽⁷⁾	Common Stock	60,775	\$0	60,775	D	
Options to Purchase Common Stock ⁽⁶⁾	\$17.22	08/09/2005		J ⁽⁶⁾		14,025		08/09/2005 ⁽⁷⁾	05/15/2011 ⁽⁷⁾	Common Stock	14,025	\$0	14,025	D	
Options to Purchase Common Stock ⁽⁶⁾	\$33.13	08/09/2005		J ⁽⁶⁾		17,531		08/09/2005 ⁽⁷⁾	03/19/2012 ⁽⁷⁾	Common Stock	17,531	\$0	17,531	D	
Options to Purchase Common Stock ⁽⁸⁾	\$33.13	08/09/2005		J ⁽⁸⁾		10,522		03/19/2006 ⁽⁷⁾	03/19/2012 ⁽⁷⁾	Common Stock	10,522	\$0	10,522	D	
Options to Purchase Common Stock ⁽⁶⁾	\$11.43	08/09/2005		J ⁽⁶⁾		11,688		08/09/2005 ⁽⁷⁾	02/21/2011 ⁽⁷⁾	Common Stock	11,688	\$0	11,688	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				
Options to Purchase Common Stock ⁽⁶⁾	\$0.02	08/09/2005		J ⁽⁶⁾		2,337		08/09/2005 ⁽⁷⁾	03/19/2012 ⁽⁷⁾	Common Stock	2,337	\$0	2,337	D	
Restricted Stock Units ⁽⁹⁾	\$0	08/09/2005		J ⁽⁹⁾		45,018		01/17/2006 ⁽¹⁰⁾⁽¹¹⁾	01/17/2006 ⁽¹⁰⁾⁽¹¹⁾	Common Stock	45,018	\$0	45,018	D	
Restricted Stock Units ⁽⁹⁾	\$0	01/17/2006		M		45,018		01/17/2006 ⁽¹⁰⁾⁽¹¹⁾	01/17/2006 ⁽¹⁰⁾⁽¹¹⁾	Common Stock	45,018	\$0	0	D	
Restricted Stock Units ⁽⁹⁾	\$0	08/09/2005		J ⁽⁹⁾		40,107		02/04/2006 ⁽¹⁰⁾⁽¹²⁾	02/04/2009 ⁽¹⁰⁾⁽¹²⁾	Common Stock	40,107	\$0	40,107	D	
Restricted Stock Units ⁽⁹⁾	\$0	08/09/2005		J ⁽⁹⁾		58,982		02/04/2009 ⁽¹⁰⁾⁽¹³⁾	02/04/2009 ⁽¹⁰⁾⁽¹³⁾	Common Stock	58,982	\$0	58,982	D	
Restricted Stock Units ⁽⁹⁾	\$0	08/09/2005		J ⁽⁹⁾		75,407		02/10/2006 ⁽¹⁰⁾⁽¹⁴⁾	02/10/2010 ⁽¹⁰⁾⁽¹⁴⁾	Common Stock	75,407	\$0	75,407	D	
Restricted Stock Units ⁽⁹⁾	\$0	08/09/2005		J ⁽⁹⁾		113,110		02/10/2010 ⁽¹⁰⁾⁽¹⁵⁾	02/10/2010 ⁽¹⁰⁾⁽¹⁵⁾	Common Stock	113,110	\$0	113,110	D	

Explanation of Responses:

1. 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.
2. Does not include 467 shares of Old IAC Common Stock held indirectly by the reporting person as co-executor and co-beneficiary of an estate.
3. Does not include 233 shares of New IAC Common Stock held indirectly by the reporting person as co-executor and co-beneficiary of an estate.
4. Represents shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnote 11 below).
5. Represents the withholding of shares of IAC Common Stock for the payment of taxes in connection with the vesting of restricted stock units (see footnote 11 below).
6. In connection with the Spin-Off, each of the reporting person's vested options to purchase shares of Old IAC Common Stock converted into one vested option to purchase shares of New IAC Common Stock and one vested option to purchase shares of Expedia Common Stock, with adjustments to the number of shares subject to each vested option and the option exercise prices based on the relative market capitalizations of IAC and Expedia after giving effect to the Spin-Off and Reverse Stock Split.
7. Other than the adjustments described in footnote 6 above and footnote 8 below, vested and unvested options to purchase New IAC Common Stock received in connection with the Spin-Off have the same terms and conditions, including the same exercise periods, as the vested and unvested options to purchase Old IAC Common Stock had immediately prior to the Spin-Off and Reverse Stock Split.
8. In connection with the Spin-Off, each of the reporting person's unvested options to purchase shares of Old IAC Common Stock converted into unvested options to purchase shares of New IAC Common Stock, with adjustments to the number of shares underlying each unvested option based on the market capitalization of IAC after giving effect to the Spin-Off and Reverse Stock Split.
9. 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").
10. 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.
11. The terms of the initial grant provide for vesting in one lump sum installment on the third anniversary of the grant date, January 17, 2003, subject to the satisfaction of certain performance-related conditions.
12. The terms of the initial grant provide for vesting in equal installments over five years on the anniversary of the grant date, February 4, 2004, subject to the satisfaction of certain performance-related conditions.
13. The terms of the initial grant provide for vesting in one lump sum installment on the fifth anniversary of the grant date, February 4, 2004, subject to the satisfaction of certain performance-related conditions.
14. The terms of the initial grant provide for vesting in equal annual installments over five years on the anniversary of the grant date, February 10, 2005, subject to the satisfaction of certain performance-related conditions.
15. The terms of the initial grant provide for vesting in one lump sum installment on the fifth anniversary of the grant date, February 10, 2005, subject to the satisfaction of certain performance-related conditions.

Joanne Hawkins as Attorney-in-Fact for Thomas McInerney 01/19/2006

** 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.