

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

1. Name and Address of Reporting Person* <u>ROSENBLATT DAVID S</u>  (Last) (First) (Middle) <u>C/O IAC/INTERACTIVECORP</u> <u>555 WEST 18TH STREET</u>  (Street) <u>NEW YORK NY 10011</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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2012</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 <sup>(1)</sup>	06/15/2012		M <sup>(1)</sup>		8,663	A	\$0	34,885	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	06/16/2012		M <sup>(1)</sup>		2,393	A	\$0	37,278 <sup>(2)</sup>	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 <sup>(1)</sup>	\$0	06/15/2012		M <sup>(1)</sup>			5,116	06/15/2010 <sup>(3)</sup>	06/15/2012 <sup>(3)</sup>	Common Stock, par value \$0.001	5,116	\$0	0	D	
Restricted Stock Units <sup>(1)</sup>	\$0	06/15/2012		M <sup>(1)</sup>			3,547	06/15/2011 <sup>(4)</sup>	06/15/2013 <sup>(4)</sup>	Common Stock, par value \$0.001	3,547	\$0	3,548	D	
Restricted Stock Units <sup>(1)</sup>	\$0	06/16/2012		M <sup>(1)</sup>			2,393	06/16/2012 <sup>(5)</sup>	06/16/2014 <sup>(5)</sup>	Common Stock, par value \$0.001	2,393	\$0	4,786	D	

**Explanation of Responses:**

- Represents shares of IAC common stock acquired upon the vesting of restricted stock units see footnotes 3, 4 and 5 below).
- Includes (i) 32,333 shares of IAC Common Stock held directly by the reporting person and ii) 4,945 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of the filing of this report.
- The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2009.
- The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2010.
- The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 16, 2011.

Tanya M. Stanich as Attorney-in-Fact for David S. Rosenblatt 06/19/2012

\*\* 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.