

**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 *<br><b>KAUFMAN VICTOR</b><br><br>(Last) (First) (Middle)<br><b>152 W. 57TH ST</b><br><br>(Street)<br><b>NEW YORK NY 10019</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>INTERACTIVECORP [ IACI ]</b> | 5. Relationship of Reporting Person(s) to Issuer<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><b>Vice Chairman</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/05/2004</b>          |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       | 6. Individual or Joint/Group Filing (Check Applicable Line)<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                    | 01/05/2004                           |  | M                              |   | 10,000  | A          | \$18.625 | 19,675  | D  |   |
| Common Stock                    | 01/05/2004                           |  | S <sup>(1)</sup>               |   | 2,000   | D          | \$33.64  | 17,675  | D  |   |
| Common Stock                    | 01/05/2004                           |  | S <sup>(1)</sup>               |   | 2,000   | D          | \$33.7   | 15,675  | D  |   |
| Common Stock                    | 01/05/2004                           |  | S <sup>(1)</sup>               |   | 2,000   | D          | \$33.71  | 13,675  | D  |   |
| Common Stock                    | 01/05/2001                           |  | S <sup>(1)</sup>               |   | 2   | D          | \$33.84  | 13,673  | D  |   |
| Common Stock                    | 01/05/2004                           |  | S <sup>(1)</sup>               |   | 1,000   | D          | \$33.85  | 12,673  | D  |   |
| Common Stock                    | 01/05/2004                           |  | S <sup>(1)</sup>               |   | 1,500   | D          | \$33.88  | 11,173  | D  |   |
| Common Stock                    | 01/05/2004                           |  | S <sup>(1)</sup>               |   | 1,123   | D          | \$34     | 10,050  | D  |   |
| Common Stock                    | 01/05/2004                           |  | S <sup>(1)</sup>               |   | 375   | D          | \$34.02  | 9,675   | D  |   |
| Common Stock                    | 01/06/2004                           |  | M                              |   | 10,000  | A          | \$18.625 | 19,675  | D  |   |
| Common Stock                    | 01/06/2004                           |  | S <sup>(1)</sup>               |   | 2,000   | D          | \$33.14  | 17,675  | D  |   |
| Common Stock                    | 01/06/2004                           |  | S <sup>(1)</sup>               |   | 1,000   | D          | \$33.28  | 16,675  | D  |   |
| Common Stock                    | 01/06/2004                           |  | S <sup>(1)</sup>               |   | 998   | D          | \$33.33  | 15,677  | D  |   |
| Common Stock                    | 01/06/2004                           |  | S <sup>(1)</sup>               |   | 1,000   | D          | \$33.35  | 14,677  | D  |   |
| Common Stock                    | 01/06/2004                           |  | S <sup>(1)</sup>               |   | 1,000   | D          | \$33.37  | 13,677  | D  |   |
| Common Stock                    | 01/06/2004                           |  | S <sup>(1)</sup>               |   | 2,000   | D          | \$33.38  | 11,677  | D  |   |
| Common Stock                    | 01/06/2004                           |  | S <sup>(1)</sup>               |   | 2,002   | D          | \$34     | 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   | 01/05/2004                           |  | M                              |   |  | 10,000 | 12/18/2001   | 12/18/2010      | Common Stock  | 10,000                                     | \$0  | 575,000   | D  |       |
| Stock Options (Right to Buy)               | \$18.625   | 01/06/2004                           |  | M                              |   |  | 10,000 | 12/18/2001   | 12/18/2010      | Common Stock  | 10,000                                     | \$0  | 565,000   | 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

01/07/2004

\*\* 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.**