

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* KAUFMAN VICTOR			2. Issuer Name and Ticker or Trading Symbol INTERACTIVECORP [IACI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice Chairman	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2004			
152 W. 57TH ST			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 Form filed by More than One Reporting Person	
(Street)	(City)	(State)	(Zip)			
NEW YORK	NY	10019				

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	01/30/2004		M		5,000	A	\$18.625	14,675	D	
Common Stock	01/30/2004		S ⁽¹⁾		500	D	\$32.51	14,175	D	
Common Stock	01/30/2004		S ⁽¹⁾		1,000	D	\$32.2	13,175	D	
Common Stock	01/30/2004		S ⁽¹⁾		1,000	D	\$32.1	12,175	D	
Common Stock	01/30/2004		S ⁽¹⁾		2,000	D	\$32	10,175	D	
Common Stock	01/30/2004		S ⁽¹⁾		500	D	\$32.2	9,675	D	
Common Stock	02/02/2004		M		4,500	A	\$18.625	14,175	D	
Common Stock	02/02/2004		S ⁽¹⁾		500	D	\$32.2	13,675	D	
Common Stock	02/02/2004		S ⁽¹⁾		500	D	\$32.1	13,175	D	
Common Stock	02/02/2004		S ⁽¹⁾		500	D	\$32.05	12,675	D	
Common Stock	02/02/2004		S ⁽¹⁾		3,000	D	\$32	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	01/30/2004		M		5,000		12/18/2001	12/18/2010	Common Stock	5,000	\$0	414,500	D	
Stock Options (Right to Buy)	\$18.625	02/02/2004		M		4,500		12/18/2001	12/18/2010	Common Stock	4,500	\$0	410,000	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 02/03/2004

** 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.