FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANGES	S IN BENEFICIAL	<b>OWNERSHIP</b>

**OMB APPROVAL** OMB Number: Estimated average burden

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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

			'		ection 30(h) of the I									
1. Name and Address of Reporting Person*  GENACHOWSKI JULIUS					2. Issuer Name and Ticker or Trading Symbol  INTERACTIVECORP [ IACI ]  5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner									
(Last) (First) (Middle) 152 W. 57TH ST					re of Earliest Transa 9/2003	action (M	1onth/	Day/Year)	X		Officer (give title below)  EVP, Bus Ops			
(Street) NEW YO	ORK N	Y	10019	4. If A	mendment, Date o	f Origina	l Filed	I (Month/Day/	Line)	6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting				
(City)	(S	tate)	(Zip)						Persor			9		
		Tab	le I - Non-Der	ivative S	Securities Acc	quired	, Dis	posed of,	or Ben	eficially	Owned			
1. Title of Security (Instr. 3)				saction /Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	tion(s)		(Instr. 4)
Common	Stock		12/2	9/2003		М		10,000	A	\$18.625	5 44,	,169	D	
Common	Stock		12/2	9/2003		S <sup>(1)</sup>		2,000	D	\$32.69	42	,169	D	
Common	Stock		12/2	9/2003		<b>S</b> <sup>(1)</sup>		800	D	\$32.8	41,	,369	D	
Common	Stock		12/2	9/2003		<b>S</b> <sup>(1)</sup>		200	D	\$32.82	41,	,169	D	
Common	Stock		12/2	9/2003		<b>S</b> <sup>(1)</sup>		1,000	D	\$32.9	40	,169	D	
Common	Stock		12/2	9/2003		<b>S</b> <sup>(1)</sup>		1,000	D	\$32.99	39	,169	D	
Common	Stock		12/2	9/2003		<b>S</b> <sup>(1)</sup>		2,150	D	\$33	37.	,019	D	
Common	Stock		12/2	9/2003		<b>S</b> <sup>(1)</sup>		850	D	\$33.1	36	,169	D	
Common	Stock		12/2	9/2003		<b>S</b> <sup>(1)</sup>		1,000	D	\$33.2	35	,169	D	
Common	Stock		12/2	9/2003		<b>S</b> <sup>(1)</sup>		1,000	D	\$33.3	34.	,169	D	
Common	Common Stock 12/		12/3	0/2003		M		5,000	Α	\$18.625	39	,169	D	
Common Stock		12/3	0/2003		<b>S</b> <sup>(1)</sup>		133	D	\$33.44	39	,036	D		
Common	Stock		12/3	0/2003		<b>S</b> <sup>(1)</sup>		33	D	\$33.45		,003	D	
Common	Stock		12/3	0/2003		<b>S</b> <sup>(1)</sup>		333	D	\$33.46	38,	,670	D	
Common Stock		12/3	0/2003		<b>S</b> <sup>(1)</sup>		166	D	<b>\$</b> 33.48 38		,504	D		
Common Stock 12/		12/3	0/2003		<b>S</b> <sup>(1)</sup>		332	D	\$33.5	38,	,172	D		
Common Stock 12/3		0/2003		<b>S</b> <sup>(1)</sup>		267	D	\$33.6	37.	,905	D			
Common Stock		12/3	0/2003		<b>S</b> <sup>(1)</sup>		165	D	<b>\$</b> 33.61 37,740		,740	D		
Common Stock		12/3	0/2003		<b>S</b> <sup>(1)</sup>		233	D	\$33.62 37,507		,507	D		
Common Stock		12/3	0/2003		<b>S</b> <sup>(1)</sup>		2,008	D	\$33.67	\$33.67 35,499		D		
Common Stock		12/3	0/2003		<b>S</b> <sup>(1)</sup>		663	D	\$33.69 34,83		,836	D		
Common Stock		12/3	0/2003		<b>S</b> <sup>(1)</sup>		100	100 D \$		34,736		D		
Common	Stock		12/3	0/2003		<b>S</b> <sup>(1)</sup>		567	D	\$33.87	34	,169	D	
					ecurities Acqualls, warrants,						Owned			
Derivative   Conversion   Date   Execution   Security   or Exercise   (Month/Day/Year)   if any		3A. Deemed Execution Date,	4. Transactic Code (Ins 8)	5. Number of	6, Options, ( 6. Date Exercis Expiration Dat (Month/Day/Ye		sable and 7 e o ar) U	Title and a f Securities Inderlying Perivative Sinstr. 3 and	Amount s	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownershij (Instr. 4)	

		-	Table II - Deriv (e.g.,					, options,	convertil			Owned			
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)	Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 9)  Code (						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	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$18.625	12/29/2003		М			10,000	12/18/2001	12/18/2010	Common Stock	10,000	\$0	70,000	D	
Stock Options (Right to Buy)	\$18.625	12/30/2003		М			5,000	12/18/2001	12/18/2010	Common Stock	5,000	\$0	65,000	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.

<u>Julius Genachowski</u> <u>12/30/2003</u>
\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).