

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>GENACHOWSKI JULIUS</u>  (Last) (First) (Middle)  (Street)  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>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, Gen Counsel, Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2003</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	05/07/2003		M		10,000	A	12.5	50,771	D	
Common Stock	05/07/2003		M		62,500	A	18.63	113,271	D	
Common Stock	05/07/2003		S		22,609	D	33.75	90,662	D	
Common Stock	05/07/2003		S		5,500	D	33.78	85,162	D	
Common Stock	05/07/2003		S		5,000	D	33.85	80,162	D	
Common Stock	05/07/2003		S		11,391	D	34	68,771	D	
Common Stock	05/07/2003		S		9,250	D	34.01	59,521	D	
Common Stock	05/07/2003		S		12,500	D	34.02	47,021	D	
Common Stock	05/07/2003		S		750	D	34.03	46,271	D	
Common Stock	05/07/2003		S		5,500	D	34.06	40,771	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 Option (right to buy) <sup>(1)</sup>	12.5	05/07/2003		M			10,000	12/15/1999	12/15/2008	Common Stock	10,000	\$12.5	0	D	
Stock Option (right to buy) <sup>(2)</sup>	18.63	05/07/2003		M			62,500	12/18/2001	12/18/2010	Common Stock	62,500	\$18.63	125,000	D	

**Explanation of Responses:**

- This stock option was granted pursuant to the Company's 1997 Stock and Annual Incentive Plan and vests equally over a four-year period from the date of the grant. All of these options are currently vested.
- This stock option was granted pursuant to the Company's 2000 Stock and Annual Incentive Plan and vests equally over a four-year period from the date of the grant. 125,000 of these options are currently unvested.

/s/ JULIUS GENACHOWSKI 05/09/2003

\*\* 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.