

**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* <u>Lourd Bryan</u>			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)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2012</u>			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			
<u>9830 WILSHIRE BLVD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>BEVERLY HILLS</u>	<u>CA</u>	<u>90212-1825</u>							

**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	47,723	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	06/16/2012		M <sup>(1)</sup>		2,393	A	\$0	50,116 <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) 33,429 shares of IAC Common Stock held directly by the reporting person and (ii) 16,687 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 Bryan Lourd 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.

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