

**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	
OMB Number:	3235-0287
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<b>1. Name and Address of Reporting Person*</b> <u>KHOSROSHAHI DARA</u>  (Last) (First) (Middle) <u>152 WEST 57TH STREET</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>INTERACTIVECORP [ IACI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; CFO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/23/2003</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  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	12/23/2003		M		5,000	A	\$12.875	67,700	D	
Common Stock	12/23/2003		S <sup>(1)</sup>		1,658	D	\$33.7	66,042	D	
Common Stock	12/23/2003		S <sup>(1)</sup>		1,671	D	\$33.5	64,371	D	
Common Stock	12/23/2003		S <sup>(1)</sup>		1,671	D	\$33.3	62,700	D	
Common Stock	12/24/2003		M		3,850	A	\$12.875	66,550	D	
Common Stock	12/24/2003		S <sup>(1)</sup>		516	D	\$33.11	66,034	D	
Common Stock	12/24/2003		S <sup>(1)</sup>		1,667	D	\$33.2	64,367	D	
Common Stock	12/24/2003		S <sup>(1)</sup>		1,667	D	\$33.4	62,700	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)	\$12.875	12/23/2003		M			5,000	03/02/1999	03/02/2008	Common Stock	5,000	\$0	3,850	D	
Stock Options (Right to Buy)	\$12.875	12/24/2003		M			3,850	03/02/1999	03/02/2008	Common Stock	3,850	\$0	0	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 Dara Khosrowshahi 12/29/2003

\*\* 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.