| SEC Form 4 |  |
|------------|--|
|------------|--|

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this how  | if no longer subject to |
|-----------------|-------------------------|
|                 |                         |
|                 | rm 4 or Form 5          |
| obligations ma  | y continue. See         |
| Instruction 1(b | ).                      |

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 193/

| OMB APPRC               | VAL       |
|-------------------------|-----------|
| OMB Number:             | 3235-0287 |
| Estimated average burde | en        |
| hours per response:     | 0.5       |

|  |               |                  |          | or Section 30(h) of the Investment Company Act of 1940                    |   |                              |          |                       |  |
|--|---------------|------------------|----------|---|---|------------------------------|----------|-----------------------|--|
| 1. Name and Address of Reporting Person*<br>LIBERTY MEDIA CORP |               |                  |          | 2. Issuer Name and Ticker or Trading Symbol<br>IAC/INTERACTIVECORP [IACI] | elationship of Reporting Person(s) to Issuer<br>eck all applicable) |                              |          |                       |  |
|  | LIBERTY MI    | <u>EDIA CORP</u> |          | [ ]   |   | Director                     | Х        | 10% Owner             |  |
|  | (Last)        | (First)          | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/30/2009            |   | Officer (give title below)   |          | Other (specify below) |  |
|  | 12300 LIBERTY | BOULEVARD        |          |   |   |                              |          |                       |  |
|  | (Street)      |                  |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  | 6. Indivi<br>Line)  | dual or Joint/Group          | -iling ( | Check Applicable      |  |
|  | ENGLEWOOD     | CO               | 80112    |   | X   | Form filed by One            | Report   | ing Person            |  |
|  |               |                  |          |   |   | Form filed by More<br>Person | than C   | One Reporting         |  |
|  | (City)        | (State)          | (Zip)    |   |   |                              |          |                       |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

|                                 | monolaliy                                  | omiou   |                              |   |                                     |               |                                |   |   |   |
|---------------------------------|--|---|------------------------------|---|-------------------------------------|---------------|--------------------------------|---|---|---|
| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   | Disposed Of (D) (Instr. 3, 4 and 5) |               |                                | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                 |  |   | Code                         | v | Amount                              | (A) or<br>(D) | Price                          | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |
| Common Stock                    | 01/28/2009                                 |   | S                            |   | 176,000                             | D             | <b>\$</b> 15.08 <sup>(1)</sup> | 25,319,103  | I   | Held<br>through<br>wholly-<br>owned<br>subsidiary                 |
| Common Stock                    | 01/29/2009                                 |   | S                            |   | 93,000                              | D             | \$15.04 <sup>(2)</sup>         | 25,226,103  | I   | Held<br>through<br>wholly-<br>owned<br>subsidiary                 |

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| (cigi, p |   |   |  |   | uis, c                       | ans, | vvan   | ants,  | options, t                                     | convertin          | ie set  | Junitesj                                      |   |  |  |  |
|----------|---|---|--|---|------------------------------|------|--|--|--|--------------------|---|---|---|--|--|--|
| I        | 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |      | 5. Nu<br>of<br>Deriv<br>Secu<br>Acqu<br>(A) of<br>Dispo<br>of (D)<br>(Instr<br>and 5 | rative<br>rities<br>ired<br>r<br>osed<br>)<br>. 3, 4 | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | ate                | 7. Title<br>Amour<br>Securi<br>Underl<br>Deriva<br>Securi<br>and 4) | nt of<br>ties<br>ying<br>tive<br>ty (Instr. 3 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|          |   |   |  |   | Code                         | v    | (A)  | (D)  | Date<br>Exercisable                            | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares        |   |  |  |  |

Explanation of Responses:

1. The price reflects a weighted average of sales made at prices ranging from \$15.00 to \$15.18. The Reporting Person agrees to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, information regarding the number of shares sold at each separate price.

2. The price reflects a weighted average of sales made at prices ranging from \$15.00 to \$15.24. The Reporting Person agrees to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, information regarding the number of shares sold at each separate price.

### LIBERTY MEDIA

CORPORATION By: /S/ Craig 01/30/2009 Troyer Vice President

\*\* 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.