

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>De Rycker Sonali</u>  (Last) (First) (Middle) <u>C/O ACCEL PARTNERS</u> <u>16 ST. JAMES'S STREET</u>  (Street) <u>LONDON X0 SW1A 1ER</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>IAC/INTERACTIVECORP [ IACI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/22/2012</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, par value \$0.001 <sup>(1)</sup>	09/22/2012		M <sup>(1)</sup>		2,071	A	\$0	2,337	D	
Common Stock, par value \$0.001 <sup>(2)</sup>	09/22/2012		F <sup>(2)</sup>		622	D	\$53.22	1,715 <sup>(3)</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	09/22/2012		M <sup>(1)</sup>		2,071		09/22/2012 <sup>(4)</sup>	09/22/2014 <sup>(4)</sup>	Common Stock, par value \$0.001	2,071	\$0	4,143	D	

**Explanation of Responses:**

- Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnote 4 below).
- Represents shares of IAC common stock withheld to cover the payment of taxes in connection with the vesting of restricted stock units (see footnote 4 below).
- Includes (i) 1,449 shares of IAC common stock held directly by the reporting person and (ii) 266 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of this report.
- The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, September 22, 2011.

Tanya M. Stanich as Attorney-in-Fact for Sonali De Rycker 09/25/2012

\*\* 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.

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.