

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>WINIARSKI GREGG</u> (Last) (First) (Middle) <u>C/O IAC/INTERACTIVECORP</u> <u>555 WEST 18TH STREET</u> (Street) <u>NEW YORK NY 10011</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IAC/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>SVP & General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2010</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, par value \$0.001	02/16/2010		M ⁽¹⁾		5,273	A	\$0	12,850	D	
Common Stock, par value \$0.001	02/16/2010		F ⁽²⁾		1,997	D	\$21.54	10,853	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	\$0	02/16/2010		M			4,554	02/16/2010	02/16/2010	Common Stock, par value \$0.001	4,554	\$0	0	D	
Restricted Stock Units	\$0	02/16/2010		M			719	08/20/2008 ⁽³⁾	02/16/2012 ⁽³⁾	Common Stock, par value \$0.001	719	\$0	1,439	D	
Options to purchase Common Stock, par value \$0.001	\$21.6	02/16/2010		A			100,000	02/16/2011 ⁽⁴⁾	02/16/2020 ⁽⁴⁾	Common Stock, par value \$0.001	100,000	\$0	100,000	D	

Explanation of Responses:

1. Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnote 3 below).
2. Represents the withholding of shares of IAC common stock to cover the payment of taxes in connection with the vesting of restricted stock units.
3. Pursuant to the initial terms of this award, the two remaining tranches will vest in equal installments on February 16, 2011 and February 16, 2012.
4. Represents stock options granted under the Company's 2008 Stock and Annual Incentive Plan that vest in equal installments on February 16, 2011, 2012, 2013 and 2014.

Tanya M. Stanich as Attorney-in-Fact for Gregg Winiarski 02/17/2010

** 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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