

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <b>DILLER BARRY</b>			2. Issuer Name and Ticker or Trading Symbol <b>IAC/INTERACTIVECORP [ IACI ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/23/2005</b>			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		
152 W. 57TH ST			4. If Amendment, Date of Original Filed (Month/Day/Year) <b>08/25/2005</b>					
(Street) <b>NEW YORK NY 10019</b>								
(City) (State) (Zip)								

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 \$0.01 <sup>(1)</sup>	08/09/2005		J <sup>(1)</sup>		3,285,837	D	\$0	0 <sup>(2)</sup>	D	
Common Stock, par value \$0.001 ("Common Stock") <sup>(1)</sup>	08/09/2005		J <sup>(1)</sup>		1,642,918	A	\$0	1,642,918 <sup>(2)</sup>	D	
Common Stock	08/23/2005		M		1,895,847	A	\$6.29	3,538,765 <sup>(2)</sup>	D	
Common Stock	08/23/2005		F <sup>(3)</sup>		471,433	D	\$25.3	3,067,332 <sup>(2)</sup>	D	
Common Stock	08/23/2005		F <sup>(4)</sup>		709,149	D	\$25.3	2,358,183 <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	Amount or Number of Shares				
Options to Purchase Common Stock <sup>(5)</sup>	\$6.29	08/09/2005		J <sup>(5)</sup>		1,895,847		08/09/2005 <sup>(6)</sup>	08/24/2005 <sup>(6)</sup>	Common Stock	1,895,847	\$0	1,895,847	D	
Options to Purchase Common Stock	\$6.29	08/23/2005		M		1,895,847		08/09/2005	08/24/2005	Common Stock	1,895,847	\$0	0	D	
Options to Purchase Common Stock <sup>(5)</sup>	\$5.25	08/09/2005		J <sup>(5)</sup>		6,381,250		08/09/2005 <sup>(6)</sup>	11/24/2005 <sup>(6)</sup>	Common Stock	6,381,250	\$0	6,381,250	D	
Options to Purchase Common Stock <sup>(5)</sup>	\$8.54	08/09/2005		J <sup>(5)</sup>		1,250,000		08/09/2005 <sup>(6)</sup>	11/27/2005 <sup>(6)</sup>	Common Stock	1,250,000	\$0	1,250,000	D	
Options to Purchase Common Stock <sup>(5)</sup>	\$10.73	08/09/2005		J <sup>(5)</sup>		9,500,000		08/09/2005 <sup>(6)</sup>	10/19/2007 <sup>(6)</sup>	Common Stock	9,500,000	\$0	9,500,000	D	
Options to Purchase Common Stock <sup>(5)</sup>	\$35.58	08/09/2005		J <sup>(5)</sup>		2,400,000		06/07/2010 <sup>(6)(7)</sup>	06/07/2015 <sup>(6)(7)</sup>	Common Stock	2,400,000	\$0	2,400,000	D	
Options to Purchase Common Stock <sup>(5)</sup>	\$47.9	08/09/2005		J <sup>(5)</sup>		1,400,000		06/07/2010 <sup>(6)(7)</sup>	06/07/2015 <sup>(6)(7)</sup>	Common Stock	1,400,000	\$0	1,400,000	D	

Explanation of Responses:

- Reflects the disposition of IAC Common Stock, par value \$0.01 ("Old IAC Common Stock"), and the acquisition of IAC Common Stock, par value \$0.001 ("New IAC Common Stock"), in each case, in connection with the spin-off by IAC/InteractiveCorp ("IAC") of Expedia, Inc. ("Expedia"), which was completed on August 9, 2005 (the "Spin-Off"). The Spin-Off, which was immediately preceded by a one-for-two reverse stock split (the "Reverse Stock Split"), was effected by way of a reclassification, pursuant to which each share of Old IAC Common Stock was reclassified into one share of New IAC Common Stock and 1/100 of a share of IAC Series 1 Mandatory Exchangeable Preferred Stock, which was automatically exchanged into one share of Expedia Common Stock.
- Excludes shares of Old IAC Common Stock and New IAC Common Stock held by the reporting person's spouse and a family foundation, of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of all shares of Old IAC Common Stock and New IAC Common Stock held by his spouse and the family foundation.
- Represents shares of IAC Common Stock withheld to cover the payment of the exercise price in connection with the exercise of stock options.
- Represents shares of IAC Common Stock withheld for payment of taxes due in connection with the exercise of stock options.
- In connection with the Spin-Off, each of the reporting person's vested and unvested options to purchase shares of Old IAC Common Stock converted into vested or unvested options (as applicable) to purchase shares of New IAC Common Stock and vested or unvested options (as applicable) to purchase shares of Expedia Common Stock, with adjustments to the number of shares subject to each vested and unvested option (as applicable) and the option exercise prices based on the relative market capitalizations of IAC and Expedia after giving effect to the Spin-Off and Reverse Stock Split.
- Other than the adjustments described in footnote 5 above, vested and unvested options to purchase New IAC Common Stock received in connection with the Spin-Off have the same terms and conditions, including the same exercise periods, as the vested and unvested options to purchase Old IAC Common Stock had immediately prior to the Spin-Off and Reverse Stock Split.
- The terms of the initial grant provide for vesting in one lump installment on the fifth anniversary of the grant date, June 7, 2005, and expiration on the tenth anniversary of the grant date.

Remarks:

\*\*\* This amendment is being filed solely to add the Power of Attorney referred to above as an exhibit to this report. Exhibits Exhibit 24.1 Power of Attorney

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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Julius Genachowski and Joanne Hawkins, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of USA Interactive (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and Form ID to obtain EDGAR codes for use in filing Forms 3, 4 and 5;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or Form ID, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of September, 2002.

/s/ Barry Diller

Print Name: Barry Diller