

Schwerdtman Michael H
Form 4
February 18, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schwerdtman Michael H

(Last) (First) (Middle)

C/O
IAC/INTERACTIVECORP, 555
WEST 18TH STREET

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IAC/INTERACTIVECORP [IACI]

3. Date of Earliest Transaction

(Month/Day/Year)

02/16/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)

SVP & Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)

X 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(A) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock, par value \$0.001 ⁽¹⁾	02/16/2011		M ⁽¹⁾	1,006	A \$ 0 2,386	D	
Common Stock, par value \$0.001	02/16/2011		F ⁽²⁾	465	D \$ 31.26 1,921	D	
Common Stock, par value	02/16/2011		M ⁽³⁾	14,375	A \$ 21.6 16,296	D	

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\$0.001 ⁽³⁾

Common Stock, par value \$0.001	02/16/2011	S	14,375	D	\$ 31.66 <u>(4)</u>	1,921	D
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Common Stock, par value \$0.001 ⁽³⁾	02/16/2011	M ⁽³⁾	11,458	A	\$ 20.05	13,379	D
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Common Stock, par value \$0.001	02/16/2011	S	11,458	D	\$ 31.62	1,921	D
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Common Stock, par value \$0.001	02/16/2011	S	1,300	D	\$ 31.64 <u>(5)</u>	621	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Nu of S
Restricted Stock Units ⁽⁶⁾	\$ 0	02/16/2011		M	1,006	02/16/2008 ⁽⁶⁾ 02/16/2012 ⁽⁶⁾	Common Stock, par value \$0.001
Options to purchase Common Stock, par value \$0.001 ⁽⁷⁾	\$ 21.6	02/16/2011		M	14,375	02/16/2011 ⁽⁷⁾ 02/16/2020 ⁽⁷⁾	Common Stock, par value \$0.001

Options to
purchaseCommon
Stock, par
value\$0.001 ⁽⁸⁾

\$ 20.05

02/16/2011

M

11,458

01/31/2009⁽⁸⁾01/31/2018⁽⁸⁾Common
Stock, par
value
\$0.001

11

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwerdtman Michael H C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			SVP & Controller	

Signatures

Joanne Hawkins as Attorney-in-Fact for Michael H.
Schwerdtman

02/18/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnote 6 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) Represents shares of IAC common stock acquired upon the exercise of stock options (see footnotes 7 and 8 below).
- (4) The price reflects a weighted average of sales made at prices ranging from \$31.62 to \$31.69. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- (5) The price reflects a weighted average of sales made at prices ranging from \$31.63 to \$31.65. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- (6) Represents restricted stock units that vest in five equal annual installments (20%) on February 16, 2008, February 16, 2009, February 16, 2010, February 16, 2011 and February 16, 2012.
- (7) Represents stock options that vest in four equal annual installments (25%) on February 16, 2011, February 16, 2012, February 16, 2013 and February 16, 2014.
- (8) Represents stock options that vest in four equal annual installments (25%) on January 31, 2009, January 31, 2010, January 31, 2011 and January 31, 2012.

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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