

IAC/INTERACTIVECORP  
Form 4  
August 22, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DILLER BARRY**

(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)  
08/20/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01  |                                      |  |                                | (A) or (D) Price  | 4,289,499 <sup>(1)</sup>  | D  |                                   |

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)**

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| 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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

|                                  |          |  |  | Code | V | (A) | (D) | Date Exercisable          | Expiration Date           | Title                          | Amount of Number of Shares |
|----------------------------------|----------|--|--|------|---|-----|-----|---------------------------|---------------------------|--------------------------------|----------------------------|
| Options to Purchase Common Stock | \$ 31.06 |  |  |      |   |     |     | 06/07/2010 <sup>(2)</sup> | 06/07/2015 <sup>(2)</sup> | Common Stock, par value \$0.01 | 1,199,9 <sup>(2)</sup>     |
| Options to Purchase Common Stock | \$ 41.81 |  |  |      |   |     |     | 06/07/2010 <sup>(2)</sup> | 06/07/2015 <sup>(2)</sup> | Common Stock, par value \$0.01 | 699,94 <sup>(2)</sup>      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| DILLER BARRY<br>C/O IAC/INTERACTIVECORP<br>555 WEST 18TH STREET<br>NEW YORK, NY 10011 | X             |           | Chairman & CEO |       |

## Signatures

Tanya M. Stanich as Attorney-in-Fact for Barry Diller 08/22/2008

\*\*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).
- Reflects the one-for-two reverse stock split effected in connection with, and immediately following, the Spin-Off by IAC of HSN, Inc. ("HSN"), Interval Leisure Group, Inc. ("ILG"), Ticketmaster and Tree.com, Inc. ("TREE") and the one-for-two reverse stock split (the "Reverse Stock Split") on August 20, 2008.
- (1) In connection with the Spin-Off, stock options granted prior to December 31, 2007 were converted into options to purchase common stock of each of IAC, HSN, ILG, Ticketmaster and Tree.com, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of common stock underlying each option and the per share exercise prices to reflect the Spin-Off and Reverse Stock Split. These previously granted stock options have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split. Reflects IAC stock options, as adjusted on the basis described immediately above.

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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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