

MCINERNEY THOMAS
Form 4/A
December 19, 2008

FORM 4

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

OMB APPROVAL

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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 *
MCINERNEY THOMAS

(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)
08/22/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & CFO

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 Indirect Beneficial Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|
| | | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 08/20/2008 | | M ⁽¹⁾ | | 358,312 ⁽¹⁾ | A | \$ 0 | 230,598 ⁽²⁾ | 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)

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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. U (Instr. 10) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------------------------------|-------------------------------|--------|
| | | | | Code | (A) | (D) | Date Exercisable | Expiration Date | T |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | M ⁽³⁾ | | 10,027 ₍₄₎ | 02/04/2005 ⁽⁵⁾ | 08/20/2008 ⁽⁵⁾ | C S |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | M ⁽³⁾ | | 58,982 ₍₄₎ | 02/04/2009 ⁽⁵⁾ | 08/20/2008 ⁽⁵⁾ | C S |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | M ⁽³⁾ | | 30,164 ₍₄₎ | 02/10/2006 ⁽⁵⁾ | 08/20/2008 ⁽⁵⁾ | C S |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | M ⁽³⁾ | | 113,110 ₍₄₎ | 02/10/2010 ⁽⁵⁾ | 08/20/2008 ⁽⁵⁾ | C S |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | M ⁽³⁾ | | 17,965 ₍₄₎ | 02/06/2007 ⁽⁵⁾⁽⁶⁾ | 02/06/2011 ⁽⁵⁾⁽⁶⁾ | C S |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | M ⁽³⁾ | | 86,238 ₍₄₎ | 02/06/2011 ⁽⁵⁾⁽⁸⁾ | 02/06/2011 ⁽⁵⁾⁽⁸⁾ | C S |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | J ⁽⁹⁾ | 62,735 ₍₁₀₎ | | 08/20/2008 ⁽⁵⁾⁽⁹⁾ | 02/16/2010 ⁽⁵⁾⁽⁹⁾ | C S |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | M ⁽⁹⁾ | | 41,826 ₍₄₎ | 08/20/2008 ⁽⁵⁾⁽⁹⁾ | 02/16/2010 ⁽⁵⁾⁽⁹⁾ | C S |
| Restricted Stock Units | \$ 0 | | | | | | 01/31/2009 ⁽⁵⁾⁽¹²⁾ | 01/31/2012 ⁽⁵⁾⁽¹²⁾ | C S |

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| | | | | |
|----------------------------------|----------|-------------------------------|-------------------------------|--------|
| Options to Purchase Common Stock | \$ 20.08 | 01/31/2009 ⁽⁵⁾⁽¹³⁾ | 01/31/2018 ⁽⁵⁾⁽¹³⁾ | C S |
| Options to Purchase Common Stock | \$ 22.7 | 01/31/2009 ⁽⁵⁾⁽¹³⁾ | 01/31/2018 ⁽⁵⁾⁽¹³⁾ | C S |
| Options to Purchase Common Stock | \$ 25.31 | 01/31/2009 ⁽⁵⁾⁽¹³⁾ | 01/31/2018 ⁽⁵⁾⁽¹³⁾ | C S |
| Options to Purchase Common Stock | \$ 23.59 | 08/20/2008 ⁽⁵⁾⁽¹⁴⁾ | 06/23/2009 ⁽⁵⁾⁽¹⁴⁾ | C S |
| Options to Purchase Common Stock | \$ 40.82 | 08/20/2008 ⁽⁵⁾⁽¹⁴⁾ | 12/27/2009 ⁽⁵⁾⁽¹⁴⁾ | C S |
| Options to Purchase Common Stock | \$ 25.99 | 08/08/2008 ⁽⁵⁾⁽¹⁴⁾ | 03/31/2010 ⁽⁵⁾⁽¹⁴⁾ | C S |
| Options to Purchase Common Stock | \$ 21.03 | 08/08/2008 ⁽⁵⁾⁽¹⁴⁾ | 05/10/2010 ⁽⁵⁾⁽¹⁴⁾ | C S |
| Options to Purchase Common Stock | \$ 9.98 | 08/08/2008 ⁽⁵⁾⁽¹⁴⁾ | 02/21/2011 ⁽⁵⁾⁽¹⁴⁾ | C S |
| Options to Purchase Common Stock | \$ 15.03 | 08/20/2008 ⁽⁵⁾⁽¹⁴⁾ | 05/15/2011 ⁽⁵⁾⁽¹⁴⁾ | C S |
| Options to Purchase Common Stock | \$ 23.1 | 08/08/2008 ⁽⁵⁾⁽¹⁴⁾ | 12/16/2011 ⁽⁵⁾⁽¹⁴⁾ | C S |
| Restricted Stock Purchase Right | \$ 0.02 | 08/08/2008 ⁽⁵⁾⁽¹⁴⁾ | 03/19/2012 ⁽⁵⁾⁽¹⁴⁾ | C S |
| | \$ 28.92 | 08/08/2008 ⁽⁵⁾⁽¹⁴⁾ | 03/19/2012 ⁽⁵⁾⁽¹⁴⁾ | |

Options to
Purchase
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| MCINERNEY THOMAS C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011 | | | EVP & CFO | |

Signatures

Tanya M. Stanich as Attorney-in-Fact for Thomas
McInerney

12/19/2008

**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).
- (1) Reflects shares of IAC common stock acquired upon the accelerated vesting of multiple grants of restricted stock units immediately prior to the completion of the spin-off by IAC of HSN, Inc., Interval Leisure Group, Inc., Ticketmaster and Tree.com, Inc. on August 20, 2008 (the "Spin-Off"). Settlement of these vestings will occur on January 2, 2009.
- (2) Reflects the one-for-two reverse stock split (the "Reverse Stock Split") effected in connection with, and immediately following, the Spin-Off.
- (3) Reflects the accelerated vesting of all or a portion of previously granted restricted stock units immediately prior to the completion of the Spin-Off pursuant to adjustments made in contemplation of the Spin-Off.
- (4) Represents the number of shares of IAC common stock accelerated upon the vesting of previously granted restricted stock units, which number does not give effect to the Reverse Stock Split.
- (5) The date in the "Date Exercisable" column represents the first vesting date pursuant to the terms of the original award or, in the case of fully vested stock options and restricted stock purchase rights and awards that were amended in connection with the Spin-Off, August 20, 2008. The date in the "Expiration Date" column represents, in the case of (i) restricted stock units that were accelerated in full in connection with the Spin-Off, August 20, 2008, (ii) all other restricted stock units, the last vesting date, and (iii) stock options, the last date of their term.
- (6) Pursuant to the initial terms of this award, the two remaining tranches of this award will vest on February 6, 2010 and February 6, 2011.
- (7) Represents the number of previously granted restricted stock units remaining after the accelerated vestings described above, with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of IAC common stock underlying such restricted stock units to reflect the Spin-Off and Reverse Stock Split. These previously granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split.
- (8) Pursuant to the initial terms of this award, this award will vest in one lump sum installment on February 6, 2011.
- (9) Reflects an amendment made to the terms of previously granted performance-based restricted stock units in contemplation of the Spin-Off to fix the number of shares of IAC common stock subject to the award, remove certain of the performance conditions and provide for the acceleration of the vesting of two-thirds of the award following the Spin-Off upon the achievement of certain other performance conditions in 2008, with the balance of the award vesting on February 16, 2010.
- (10) The number of restricted stock units and shares of IAC common stock underlying such restricted stock units do not reflect the Spin-Off and Reverse Stock Split.

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- (11) Represents the number of previously granted restricted stock units remaining after the accelerated vesting described above, with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of IAC common stock underlying such restricted stock units to reflect the Spin-Off and Reverse Stock Split.

- (12) Represents previously granted restricted stock units, with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of IAC common stock underlying such restricted stock units, to reflect the Spin-Off and Reverse Stock Split. These previously granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split, which provide for vesting in four equal annual installments (25%) on January 31, 2009, January 31, 2010, January 31, 2011 and January 31, 2012.

- (13) Represents previously granted stock options, with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of IAC common stock underlying such stock options and the per share exercise price 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, which provide for vesting in four equal annual installments (25%) on January 31, 2009, January 31, 2010, January 31, 2011 and January 31, 2012.

- (14) In connection with the Spin-Off, stock options and restricted stock purchase rights granted prior to December 31, 2007 were converted into options to purchase common stock and restricted stock purchase rights of each of IAC, HSN, Inc., Interval Leisure Group, Inc., Ticketmaster and Tree.com, Inc., with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of common stock underlying each option and restricted stock purchase right and the per share exercise prices to reflect the Spin-Off and Reverse Stock Split. These previously granted stock options and restricted stock purchase rights 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 and restricted stock purchase rights, as adjusted on the basis described immediately above.

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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