

IAC/INTERACTIVECORP
Form 4
October 02, 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 *
KEOUGH DONALD R /NY

(Last) (First) (Middle)
711 FIFTH AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IAC/INTERACTIVECORP [IACI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2008

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)

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 \$0.001 | 09/30/2008 | | A | 674 A | \$ 17.3 76,064 ⁽¹⁾ | D | |
| Common Stock, par value \$0.001 | | | | | 500 | I | By spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4) | 8. P Der Sec (Ins | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units ⁽²⁾ | \$ 0 | | | | | 06/20/2007 | 06/20/2009 | Common Stock, par value \$0.001 | 2,865 |
| Restricted Stock Units ⁽²⁾ | \$ 0 | | | | | 06/13/2008 | 06/13/2010 | Common Stock, par value \$0.001 | 5,730 |
| Restricted Stock Units ⁽²⁾ | \$ 0 | | | | | 08/01/2009 | 08/01/2011 | Common Stock, par value \$0.001 | 8,594 |
| Options to Purchase Common Stock ⁽³⁾ | \$ 18.51 | | | | | 08/20/2008 | 10/01/2009 | Common Stock, par value \$0.001 | 2,499 |
| Options to Purchase Common Stock ⁽³⁾ | \$ 21.48 | | | | | 08/20/2008 | 04/04/2010 | Common Stock, par value \$0.001 | 1,249 |
| Options to Purchase Common Stock ⁽³⁾ | \$ 24.99 | | | | | 08/20/2008 | 05/02/2011 | Common Stock, par value \$0.001 | 1,249 |
| Options to Purchase Common Stock ⁽³⁾ | \$ 24.42 | | | | | 08/20/2008 | 05/30/2011 | Common Stock, par value \$0.001 | 1,249 |

| | | | | | |
|---|----------|------------|------------|-------------------------|-------|
| Options to Purchase Common Stock ⁽³⁾ | \$ 23.56 | 08/20/2008 | 06/12/2012 | Common Stock, par value | 2,499 |
| | | | | \$0.001 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KEOUGH DONALD R /NY 711 FIFTH AVENUE NEW YORK, NY 10022 | | X | | |

Signatures

Joanne Hawkins as Attorney-in-Fact for Donald Keough 10/02/2008

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) Includes (i) 674 share units accrued under the Non-Employee Director Deferred Compensation Plan as of September 30, 2008, plus (ii) 14,843 share units previously accrued under the Non-Employee Director Deferred Compensation Plan prior to September 30, 2008, which number reflects adjustments made to such units (in the same manner as those made to restricted stock units (see footnote 2 below)) to reflect the one-for-two reverse stock split (the "Reverse Stock Split") effected in connection with, and immediately following, the spin-off by IAC of HSN, Inc., Interval Leisure Group, Inc., Ticketmaster and Tree.com, Inc. on August 20, 2008 (the "Spin-Off"), plus (iii) 60,547 shares of IAC common stock held by the reporting person, which number reflects adjustments to give effect to the Reverse Stock Split effected in connection with, and immediately following, the Spin-Off.
 - (2) Reflects 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.
 - (3) 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, 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 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. Reflects IAC stock options, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.