Schwerdtman Michael H Form 4

February 18, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or Form 5

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 See Instruction

1(b).

(Print or Type Responses)

obligations

may continue.

Schwerdtman Michael H Sym			2. Issuer Name and Ticker or Trading Symbol [AC/INTERACTIVECORP [IACI]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of (Month/Date)			Date of Earliest Tr onth/Day/Year) /16/2011	e of Earliest Transaction h/Day/Year)				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) SVP & Controller		
NEW YOR	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y	Code	(Instr. 3, 4	sposed	of (D)	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 <u>(2)</u>	465	D	\$ 31.26	1,921	D		
Common Stock, par value	02/16/2011		M <u>(3)</u>	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 (4)	1,921	D
Common Stock, par value \$0.001 (3)	02/16/2011	M(3)	11,458	A	\$ 20.05	13,379	D
Common Stock, par value \$0.001	02/16/2011	S	11,458	D	\$ 31.62	1,921	D
Common Stock, par value \$0.001	02/16/2011	S	1,300	D	\$ 31.64 (5)	621	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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am 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	1.
Options to purchase Common Stock, par value \$0.001 (7)	\$ 21.6	02/16/2011		М	14,375	02/16/2011 <u>(7)</u>	02/16/2020(7)	Common Stock, par value \$0.001	14

Options to purchase Common Stock, par value	\$ 20.05	02/16/2011	M	11,458	01/31/2009(8)	01/31/2018(8)	Common Stock, par value \$0.001
\$0.001 (8)							40.001

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

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**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).
- 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.
- 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, 2011, 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. 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.

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