BRONFMAN EDGAR JR

Form 4 June 17, 2011

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

0.5

subject to Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

Expires:

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BRONFMAN EDGAR JR			2. Issuer Name and Ticker or Trading Symbol IAC/INTERACTIVECORP [IACI]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		3. Date of Earliest Transaction			(Check all applicable)				
(Last)	(PHSt)	(Middle)			га	nsaction			X Director	10	% Owner
75 ROCKEFELLER PLAZA, 30TH FLOOR			(Month/Day/Year) 06/15/2011					Officer (give title Other (specify below)			
	(Street)		4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
	(Sussel)			Filed(Month/Day/Year)					Applicable Line)		
NEW YORK, NY 10019			• /					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-	-De	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any	emed on Date, if /Day/Year)	Code (Instr. 8))	4. Securion Acquired Disposed (Instr. 3,	(A) 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)
Stock, par value \$0.001 (1)	06/15/2011			A(1)		8,662	A	\$0	57,707 (2)	D	
Common Stock, par value \$0.001									5,375	I	By IRA
Common Stock, par value \$0.001									2,125 (3)	I	As custodian for minor children

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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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and As Underlying Se (Instr. 3 and 4)
						(D)	Date Exercisable	Expiration Date	Title
Restricted Stock	\$ 0	06/15/2011		Code V M(1)	(A)	(D) 5,115	06/15/2010(4)	06/15/2012(4)	Common Stock
Units (1) Restricted Stock	\$ 0	06/15/2011		M(1)		3,547	06/15/2011(5)	06/15/2013(5)	Common Stock
Units (1) Rstricted Stock Units	\$ 0	06/16/2011		A	7,179		06/16/2012 <u>(6)</u>	06/16/2014 <u>(6)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BRONFMAN EDGAR JR 75 ROCKEFELLER PLAZA 30TH FLOOR NEW YORK, NY 10019	X						

Signatures

Joanne Hawkins as Attorney-in-Fact for Edgar
Bronfman Jr.

06/17/2011

**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).

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- (1) Represents shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnotes 4 and 5) below.
- (2) Includes (i) 40,479 shares of IAC Common Stock held directly by the reporting person and (ii) 17,228 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of this report.
- (3) The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.
- (4) The terms of this award provide for vesting in three equal installments on the anniverary of the grant date, June 15, 2009.
- (5) The terms of this award provide for vesting in three equal installments on the anniverary of the grant date, June 15, 2010.
- (6) The terms of this award provide for vesting in three equal installments on the anniverary of the grant date, June 16, 2011.

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.