

BRONFMAN EDGAR JR
Form 4
February 15, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BRONFMAN EDGAR JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O
IAC/INTERACTIVECORP, 555
WEST 18TH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2012

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

(Street)
NEW YORK, NY 10011

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock, par value \$0.001 ⁽¹⁾	02/13/2012		M ⁽¹⁾		2,499 A \$ 23.56	64,058	D
Common Stock, par value \$0.001	02/13/2012		S		2,499 D \$ 44.81 ⁽²⁾	61,559 ⁽³⁾	D
Common Stock, par value						5,375	I By IRA

\$0.001

Common Stock, par value \$0.001	2,125 ⁽⁴⁾	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)	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. Amount or Number of Shares
Options to purchase Common Stock, par value \$0.001	\$ 23.56	02/13/2012		M	2,499	08/20/2008 06/12/2012	Common Stock, par value \$0.001	2,499

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRONFMAN EDGAR JR C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011	X			

Signatures

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

02/15/2012

__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 exercise of IAC stock options.

The price reflects a weighted average price of sales made at prices ranging from \$44.80 to \$44.83. The reporting person agrees to provide
(2) 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.

(3) Includes (i) 43,344 shares of IAC Common Stock and (ii) 18,215 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of this report.

(4) The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.

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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