IAC/INTERACTIVECORP

Form 4 June 19, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SPOON ALAN G Issuer Symbol IAC/INTERACTIVECORP [IACI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 1000 WINTER STREET 06/15/2012 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WALTHAM, MA 02451

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(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3,	l (A) o l of (D)) 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)
C			Code V	Amount	(D)	Price	(Induite und 1)		
Common Stock, par value \$0.001 (1)	06/15/2012		M <u>(1)</u>	8,663	A	\$0	88,439	D	
Common Stock, par value \$0.001 (1)	06/16/2012		M <u>(1)</u>	2,393	A	\$ 0	90,832 (2)	D	

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

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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. Transactio Code (Instr. 8)	omof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Restricted Stock Units (1)	\$ 0	06/15/2012		M <u>(1)</u>		5,116	06/15/2010(3)	06/15/2012(3)	Common Stock, par value \$0.001	5,1
Restricted Stock Units (1)	\$ 0	06/15/2012		M <u>(1)</u>		3,547	06/15/2011(4)	06/15/2013(4)	Common Stock, par value \$0.001	3,5
Restricted Stock Units (1)	\$ 0	06/16/2012		M <u>(1)</u>		2,393	06/16/2012(5)	06/16/2014(5)	Common Stock, par value \$0.001	2,3

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner France / Francess	Director	10% Owner	Officer	Other			
SPOON ALAN G 1000 WINTER STREET WALTHAM, MA 02451	X						

Signatures

Joanne Hawkins as Attorney-in-Fact for Alan	
Spoon	06/19/2012
**Signature of Reporting Person	Date

Reporting Owners 2

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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 footnotes 3, 4 and 5 below).
- (2) Includes (i) 67,667 shares of IAC Common Stock held directly by the reporting person and ii) 23,165 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of the filing of this report.
- (3) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2009.
- (4) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2010.
- (5) The terms of this award provide for vesting in three equal installments on the anniversary 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.