

LEBDA DOUGLAS R
Form 3
January 11, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

*
LEBDA DOUGLAS R
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
01/01/2006

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O
IAC/INTERACTIVECORP, 152
WEST 57TH STREET, 42ND
FLOOR

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
President & COO

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

(Street)

NEW YORK, NY 10019
(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001	342,760 ⁽¹⁾	D	À
Common Stock, par value \$0.001	20,598	I	Through a GRAT
Common Stock, par value \$0.001 ⁽²⁾	23,710 ⁽²⁾	I ⁽²⁾	By spouse

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options to Purchase Common Stock	01/01/2006	10/02/2007	Common Stock	21,628	\$ 2.57	D	Â
Options to Purchase Common Stock	01/01/2006	12/28/2008	Common Stock	17,892	\$ 9.3	D	Â
Options to Purchase Common Stock	01/01/2006	09/02/2009	Common Stock	52,304	\$ 10.87	D	Â
Options to Purchase Common Stock	01/01/2006	01/07/2010	Common Stock	49,204	\$ 16.58	D	Â
Options to Purchase Common Stock	01/01/2006	12/16/2010	Common Stock	49,592	\$ 5.01	D	Â
Options to Purchase Common Stock	01/01/2006	04/02/2011	Common Stock	61,990	\$ 6.16	D	Â
Options to Purchase Common Stock	01/01/2006	03/08/2012	Common Stock	54,241	\$ 14.11	D	Â
Options to Purchase Common Stock	01/01/2006	12/20/2012	Common Stock	38,744	\$ 23.62	D	Â
Options to Purchase Common Stock ⁽³⁾	01/01/2006	12/28/2008	Common Stock	2,662 ⁽³⁾	\$ 9.3	I ⁽³⁾	By spouse
Options to Purchase Common Stock ⁽³⁾	01/01/2006	01/07/2010	Common Stock	12,989 ⁽³⁾	\$ 16.58	I ⁽³⁾	By spouse
Restricted Stock Units	08/08/2006 ⁽⁴⁾	08/08/2008 ⁽⁴⁾	Common Stock	33,764	\$ 0	D	Â
Restricted Stock Units	02/04/2009 ⁽⁵⁾	02/04/2009 ⁽⁵⁾	Common Stock	58,982	\$ 0	D	Â
Restricted Stock Units	02/10/2010 ⁽⁶⁾	02/10/2010 ⁽⁶⁾	Common Stock	37,703	\$ 0	D	Â
Variable Prepaid Forward Contract ⁽⁷⁾	09/05/2008 ⁽⁷⁾	09/05/2008 ⁽⁷⁾	Common Stock	82,500 ⁽⁷⁾	\$ ⁽⁷⁾	D	Â
Variable Prepaid Forward Contract ⁽⁸⁾	09/05/2006 ⁽⁸⁾	09/05/2006 ⁽⁸⁾	Common Stock	181,614 ⁽⁸⁾	\$ ⁽⁸⁾	D	Â
Variable Prepaid Forward Contract ⁽³⁾ ⁽⁹⁾	09/05/2008 ⁽⁹⁾	09/05/2008 ⁽⁹⁾	Common Stock	23,710 ⁽³⁾ ⁽⁹⁾	\$ ⁽⁹⁾	I ⁽³⁾	By spouse

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEBDA DOUGLAS R C/O IAC/INTERACTIVECORP 152 WEST 57TH STREET, 42ND FLOOR NEW YORK, NY 10019	Â	Â	Â President & COO	Â

Signatures

Joanne Hawkins as Attorney-in-Fact for Douglas R. Lebda	01/11/2006
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 76,850 shares of IAC Common Stock held directly by the reporting person, (ii) 1,796 shares of IAC Common Stock held directly by the reporting person in an individual retirement account, (iii) 82,500 shares of IAC Common Stock subject to a variable prepaid forward contract, dated September 5, 2003, between the reporting person and a financial institution, which contract matures on September 5, 2008, and (iv) 181,614 shares of IAC Common Stock subject to joint variable prepaid forward contract, dated September 5, 2003, among the reporting person, his spouse and a financial institution, which contract matures on September 5, 2006.
 - (2) Represents shares of IAC Common Stock subject to a variable prepaid forward contract, dated September 5, 2003, between the reporting person's spouse and a financial institution, which contract matures on September 5, 2008. The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.
 - (3) The reporting person disclaims beneficial ownership of these securities.
 - (4) The terms of the grant provide for vesting in equal installments (25%) on the second, third, fourth and fifth anniversaries of the grant date, August 8, 2003.
 - (5) The terms of the grant provide for vesting in one lump sum installment on the fifth anniversary of the grant date, February 4, 2004.
 - (6) The terms of the grant provide for vesting in one lump sum installment on the fifth anniversary of the grant date, February 10, 2005, subject to the reporting person's continued employment with IAC and the achievement of certain performance-related criteria.
 - (7) Represents shares of IAC Common Stock subject to a variable prepaid forward contract, dated September 5, 2003, between the reporting person and a financial institution, which contract matures on September 5, 2008. Upon maturity, if the market price of IAC Common Stock has increased since the date of the contract, the reporting person will, at his option, deliver (i) the full number of shares subject to the contract and will receive an additional cash payment with respect to the increase in the market price of IAC Common Stock since the contract date or (ii) a net number of shares to settle his obligations under the contract. If the market price of IAC Common Stock has decreased since the date of the contract, the reporting person will deliver the full number of shares subject to the contract. In all cases, the reporting person may, at his option, deliver cash in lieu of shares of IAC Common Stock to settle his obligations under the contract.
 - (8) Represents shares of IAC Common Stock subject to a joint variable prepaid forward contract, dated September 5, 2003, among the reporting person, his spouse and a financial institution, which contract matures on September 5, 2006. Upon maturity, if the market price of IAC Common Stock has increased since the date of the contract, the reporting person and/or his spouse will, at their option, deliver (i) the full number of shares subject to the contract and will receive an additional cash payment with respect to the increase in the market price of IAC Common Stock since the contract date or (ii) a net number of shares to settle their obligations under the contract. If the market price of IAC Common Stock has decreased since the date of the contract, they will deliver the full number of shares subject to the contract. In all cases, they may, at their option, deliver cash in lieu of shares of IAC Common Stock to settle their obligations under the contract.
 - (9) Represents shares of IAC Common Stock subject to a variable prepaid forward contract, dated September 5, 2003, between the reporting person's spouse and a financial institution, which contract matures on September 5, 2008. Upon maturity, if the market price of IAC Common Stock has increased since the date of the contract, the reporting person's spouse will, at her option, deliver (i) the full number of shares subject to the contract and will receive an additional cash payment with respect to the increase in the market price of IAC Common Stock since the contract date or (ii) a net number of shares to settle her obligations under the contract. If the market price of IAC Common

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Stock has decreased since the date of the contract, she will deliver the full number of shares subject to the contract. In all cases, she may, at her option, deliver cash in lieu of shares of IAC Common Stock to settle her obligations under the contract.

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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