

IAC/INTERACTIVECORP
Form 4
June 18, 2013

FORM 4

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

OMB APPROVAL

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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 *
KEOUGH DONALD R /NY

(Last) (First) (Middle)
711 FIFTH AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 ⁽¹⁾	06/15/2013		M ⁽¹⁾		3,548	A	\$ 0	140,043	D	
Common Stock, par value \$0.001 ⁽¹⁾	06/16/2013		M ⁽¹⁾		2,393	A	\$ 0	142,436 ⁽²⁾	D	
Common Stock, par value \$0.001 ⁽³⁾								500 ⁽³⁾	I	By spouse

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 0	06/15/2013		M ⁽¹⁾	3,548	06/15/2011 ⁽⁴⁾ 06/15/2013 ⁽⁴⁾	Common Stock, par value \$0.001	3,548
Restricted Stock Units ⁽¹⁾	\$ 0	06/16/2013		M ⁽¹⁾	2,393	06/16/2012 ⁽⁵⁾ 06/16/2014 ⁽⁵⁾	Common Stock, par value \$0.001	2,393

Reporting Owners

Reporting Owner Name / Address	Relationships Director 10% Owner Officer Other
KEOUGH DONALD R /NY 711 FIFTH AVENUE NEW YORK, NY 10022	X

Signatures

Joanne Hawkins as Attorney-in-Fact for Donald Keough
 _____ 06/18/2013
 **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 footnotes 4 and 5 below).

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- (2) Includes (i) 117,255 shares of IAC Common Stock and (ii) 25,181 share units accrued under the Non-Employee Director Deferred Compensation Plan as the date of this report.
- (3) The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.
- (4) Represents restricted stock units granted under the Company's 2008 Stock and Annual Incentive Plan, which vest in three equal installments on the anniversary of the grant date (June 15, 2010).
- (5) Represents restricted stock units granted under the Company's 2008 Stock and Annual Incentive Plan, which vest 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.