

IAC/INTERACTIVECORP
Form 4
August 25, 2005

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 *
DILLER BARRY

(Last) (First) (Middle)

152 W. 57TH ST

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2005

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)
CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 <u>(1)</u>	08/09/2005		J ⁽¹⁾		3,285,837	D	\$ 0
Common Stock, par value \$0.001 ("Common Stock") <u>(1)</u>	08/09/2005		J ⁽¹⁾		1,642,918	D	\$ 0
Common Stock	08/23/2005		M		1,895,847	D	\$ 6.29

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Common Stock	08/23/2005	F ⁽³⁾	471,433	D	\$ 25.3	3,067,332 ⁽²⁾	D
Common Stock	08/23/2005	F ⁽⁴⁾	709,149	D	\$ 25.3	2,358,183 ⁽²⁾	D

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)	
					(A)	(D)	Date Exercisable	Expiration Date
Options to Purchase Common Stock ⁽⁵⁾	\$ 6.29	08/09/2005		J ⁽⁵⁾	1,895,847		08/09/2005 ⁽⁶⁾	08/24/2005 ⁽⁶⁾
Options to Purchase Common Stock	\$ 6.29	08/23/2005		M	1,895,847		08/09/2005	08/24/2005
Options to Purchase Common Stock ⁽⁵⁾	\$ 5.25	08/09/2005		J ⁽⁵⁾	6,381,250		08/09/2005 ⁽⁶⁾	11/24/2005 ⁽⁶⁾
Options to Purchase Common Stock ⁽⁵⁾	\$ 8.54	08/09/2005		J ⁽⁵⁾	1,250,000		08/09/2005 ⁽⁶⁾	11/27/2005 ⁽⁶⁾
Options to Purchase Common Stock ⁽⁵⁾	\$ 10.73	08/09/2005		J ⁽⁵⁾	9,500,000		08/09/2005 ⁽⁶⁾	10/19/2007 ⁽⁶⁾

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The terms of the initial grant provide for vesting in one lump installment on the fifth anniversary of the grant date, June 7, 2005, and expiration on the tenth anniversary of the grant date.

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.