WINIARSKI GREGG

Form 4

February 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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).

\$0.001

(Print or Type Responses)

1. Name and Address of Reporting Person ** WINIARSKI GREGG			2. Issuer Name and Ticker or Trading Symbol IAC/INTERACTIVECORP [IACI]					5. Relationship of Reporting Person(s) to Issuer		
(Last) C/O IAC/INTER WEST 18T	RACTIVECORP,	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2011			•	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) below) SVP & General Counsel			
	(Street) K, NY 10011		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acaı	ired, Disposed of	. or Beneficial	lv Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			quired l of (D)	5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial		7. Nature of Indirect Beneficial Ownership	
Common Stock, par value \$0.001 (1)	01/31/2011			Code V M(1)	Amount 13,750	(D)	Price \$ 0	24,603	D	
Common Stock, par value	01/31/2011			F(2)	5,098	D	\$ 28.19	19,505	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and Expiration	7. Title and A	Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Date		Underlying S	Secui
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									An
						Date Exercisable	Evniration Date	Title	or
						Date Excicisable	Expiration Date	Title	Nu
				Code V	(A) (D)				of S
Restricted									
	¢ 0	01/31/2011		M	12.750	01/31/2011(3)	01/21/2011(3)	Common	12
Stock	\$ 0	01/31/2011		IVI	15,730	01/31/2011(3)	01/31/2011(3)	Stock	13
Units $\underline{^{(3)}}$									

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WINIARSKI GREGG C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			SVP & General Counsel			
Cianaturas						

Signatures

Tanya M. Stanich as Attorney-in-Fact for Gregg
Winiarski

02/02/2011

**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 footnote 3 below).
- (2) Represents the withholding of shares of IAC common stock to cover the payment of taxes in connection with the vesting of restricted stock units.
- (3) Represents restricted stock units granted pursuant to the Company's 2005 Stock & Annual Incentive Plan, which vest in one, lump sum installment on the third anniversary of the grant date, January 31, 2008.

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.

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