#### WINIARSKI GREGG

Form 4

February 08, 2011

# FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WINIARSKI GREGG			2. Issuer Name <b>and</b> Ticker or Trading Symbol IAC/INTERACTIVECORP [IACI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)  C/O IAC/INTER WEST 18TH	(First) ACTIVECO	(Middle) PRP, 555	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2011	Director 10% Owner SVP & General Counsel		
NEW YORI	(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)	Table I Non Dorland's Committee A			

NEW TORK, NT 10011		

(City)	(State)	<sup>(Zip)</sup> Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock, par value \$0.001 (1)	02/06/2011		M(1)	1,649	A	\$ 0	21,154	D	
Common Stock, par value \$0.001	02/06/2011		F(2)	598	D	\$ 30.42	20,556	D	

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

#### Edgar Filing: WINIARSKI GREGG - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4,		ole and Expiration	7. Title and Underlying (Instr. 3 and	Securi
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Ame or Num of Shar
Restricted Stock	\$ 0	02/06/2011		M	1,649	02/06/2007(3)	02/06/2011(3)	Common Stock	1,0

# **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**

Units (3)

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

02/08/2011

\*\*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 that vest in five equal annual installments (20%) on February 6, 2007, February 6, 2008, February 6, 2009, February 6, 2010 and February 6, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

## Edgar Filing: WINIARSKI GREGG - Form 4

tential persons who are to respond to the collection of information contained in this form are not required to respond unless the form display currently valid OMB number.	/S