

IAC/INTERACTIVECORP
 Form 4
 February 24, 2009

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 *
BLATT GREGORY R

(Last) (First) (Middle)

C/O
 IAC/INTERACTIVECORP, 555
 WEST 18TH STREET

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/18/2009

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)
 EVP, IAC & CEO, Match.com

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | |
|----------------------------------|--|----------------------|------------------|---|------------------|---|---------------------------------|----------------|
| | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Ar Nu Sh |
| Options to Purchase Common Stock | \$ 20.08 | 02/18/2009 | D ⁽¹⁾ | | 56,857 | 01/31/2009 ⁽²⁾ 01/31/2018 ⁽²⁾ | Common Stock, par value \$0.001 | 5 |
| Options to Purchase Common Stock | \$ 22.7 | 02/18/2009 | D ⁽¹⁾ | | 56,857 | 01/31/2009 ⁽²⁾ 01/31/2018 ⁽²⁾ | Common Stock, par value \$0.001 | 5 |
| Options to Purchase Common Stock | \$ 25.31 | 02/18/2009 | D ⁽¹⁾ | | 56,856 | 01/31/2009 ⁽²⁾ 01/31/2018 ⁽²⁾ | Common Stock, par value \$0.001 | 5 |
| Options to Purchase Common Stock | \$ 16.28 | 02/18/2009 | D ⁽¹⁾ | | 365,885 | 12/17/2009 ⁽²⁾ 12/17/2018 ⁽²⁾ | Common Stock, par value \$0.001 | 30 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLATT GREGORY R C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011 | | | EVP, IAC & CEO, Match.com | |

Signatures

Tanya M. Stanich as Attorney-in-Fact for Gregory R. Blatt
 02/24/2009
 **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)

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Reflects the disposition of previously granted options to purchase IAC common stock in connection with the reporting person's promotion to CEO of Match.com, Inc., a subsidiary of IAC ("MatchCo"). In connection with this disposition, the reporting person received certain options to purchase MatchCo common stock.

- (2) The remaining IAC stock options have the same vesting and other applicable terms and conditions as they did immediately prior to the disposition described above.

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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