

Schwerdtman Michael H  
 Form 4  
 February 09, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Schwerdtman Michael H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/06/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 SVP & Controller

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

(Street)

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

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

NEW YORK, NY 10011

(City) (State) (Zip)

**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 <sup>(1)</sup> | 02/06/2010                           |                                                    | M <sup>(1)</sup>               |                                                                   | 2,059                                                                                         | A                                                        | \$ 0                              |
| Common Stock, par value \$0.001                | 02/06/2010                           |                                                    | F <sup>(2)</sup>               |                                                                   | 874                                                                                           | D                                                        | \$ 21.17                          |
|                                                |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 2,200                             |
|                                                |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 1,326                             |

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 (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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Units <sup>(3)</sup>      | \$ 0                                                   | 02/06/2010                           |                                                    | M                              | 2,059                                                                          | 02/06/2010 <sup>(3)</sup> 02/06/2011 <sup>(3)</sup>      | Common Stock, par value \$0.001                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |                  |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                                                | Director      | 10% Owner | Officer          | Other |
| Schwerdtman Michael H<br>C/O IAC/INTERACTIVECORP<br>555 WEST 18TH STREET<br>NEW YORK, NY 10011 |               |           | SVP & Controller |       |

## Signatures

Tanya M. Stanich as Attorney-in-Fact for Michael H. Schwerdtman 02/09/2010

\_\_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) Pursuant to the initial terms of this award, the final remaining tranche of this award will vest on 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.

## Edgar Filing: Schwerdtman Michael H - Form 4

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