

Schwerdtman Michael H  
 Form 4  
 February 18, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
 02/16/2011

\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, par value \$0.001 <sup>(1)</sup> | 02/16/2011                           |  | M <sup>(1)</sup>               |   | 1,006   | A  | \$ 0  |
| Common Stock, par value \$0.001                | 02/16/2011                           |  | F <sup>(2)</sup>               |   | 465   | D  | \$ 31.26  |
| Common Stock, par value                        | 02/16/2011                           |  | M <sup>(3)</sup>               |   | 14,375  | A  | \$ 21.6   |
|  |                                      |  |                                |   | 16,296  | D  |   |

Edgar Filing: Schwerdtman Michael H - Form 4

|  |            |                  |        |   |                         |        |   |
|--|------------|------------------|--------|---|-------------------------|--------|---|
| \$0.001 <sup>(3)</sup>                         |            |                  |        |   |                         |        |   |
| Common Stock, par value \$0.001                | 02/16/2011 | S                | 14,375 | D | \$ 31.66 <sup>(4)</sup> | 1,921  | D |
| Common Stock, par value \$0.001 <sup>(3)</sup> | 02/16/2011 | M <sup>(3)</sup> | 11,458 | A | \$ 20.05                | 13,379 | D |
| Common Stock, par value \$0.001                | 02/16/2011 | S                | 11,458 | D | \$ 31.62                | 1,921  | D |
| Common Stock, par value \$0.001                | 02/16/2011 | S                | 1,300  | D | \$ 31.64 <sup>(5)</sup> | 621    | D |

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

**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)

| 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) (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units <sup>(6)</sup>                              | \$ 0   | 02/16/2011                           |  | M                              | 1,006   | 02/16/2008 <sup>(6)</sup> 02/16/2012 <sup>(6)</sup>      | Common Stock, par value \$0.001                             |
| Options to purchase Common Stock, par value \$0.001 <sup>(7)</sup> | \$ 21.6  | 02/16/2011                           |  | M                              | 14,375  | 02/16/2011 <sup>(7)</sup> 02/16/2020 <sup>(7)</sup>      | Common Stock, par value \$0.001                             |

