### Edgar Filing: MARTINEZ ARTHUR C - Form 4

MARTINEZ	ARTHUR C										
Form 4	_										
June 19, 2012	1 /									PPROVAL	
	UNITED S	TATES		ITIES AN hington, l			NGE (	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 ou Form 5 obligatior may conti <i>See</i> Instru 1(b).	6. r Filed purs inue.	uant to S ) of the 1	<ul> <li><b>PF CHANGES IN BENEFICIAL OWNERSHIP OF</b> SECURITIES</li> <li>Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section</li> <li>of the Investment Company Act of 1940</li> </ul>						January 31, Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> MARTINEZ ARTHUR C			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)	(First) (M	iddle)	3. Date of Earliest Transaction			(Cnec	k all applicable	e)			
30 EAST ELM STREET			(Month/Day/Year) 06/15/2012					_X_Director10% Owner Officer (give titleOther (specify below) below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
GREENWIC	CH, CT 06830							Person		-F8	
(City)	(State) (Z	Zip)	Table	e I - Non-De	rivative S	ecuri	ties Aco	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			)	Securities Beneficially	6. Ownership7. Nature ofForm: DirectIndirect(D) orBeneficialIndirect (I)Ownership(Instr. 4)(Instr. 4)		
Common Stock, par value \$0.001 (1)	06/15/2012			M <u>(1)</u>	8,663	A	\$ 0	23,794	D		
Common Stock, par value \$0.001 <sup>(1)</sup>	06/16/2012			M <u>(1)</u>	2,393	A	\$ 0	26,187	D		

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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# displays a currently valid OMB control number.

## 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. Transactio Code (Instr. 8)	5. Number mof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Restricted Stock Units (1)	\$ 0	06/15/2012		<b>M</b> (1)	5,116	06/15/2010 <u>(2)</u>	06/15/2012 <u>(2)</u>	Common Stock, par value \$0.001	5,1
Restricted Stock Units (1)	\$ 0	06/15/2012		M <u>(1)</u>	3,547	06/15/2011 <u>(3)</u>	06/15/2013 <u>(3)</u>	Common Stock, par value \$0.001	3,5
Restricted Stock Units (1)	\$ 0	06/16/2012		M <u>(1)</u>	2,393	06/16/2012 <u>(4)</u>	06/16/2014 <u>(4)</u>	Common Stock, par value \$0.001	2,3

### **Reporting Owners**

Reporting Owner Name / Address		Relationsh		
1	Director	10% Owner	Officer	Other
MARTINEZ ARTHUR C 30 EAST ELM STREET GREENWICH, CT 06830	Х			
Signatures				
Tanya M. Stanich as Attorney- Martinez		06/19/2012		

\*\*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 footnotes 2, 3 and 4 below).
- (2) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2009.
- (3) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2010.
- (4) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 16, 2011.

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.