IAC/INTERACTIVECORP

Form 4 June 18, 2014

FORM 4

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

OMB Number:

response...

5. Relationship of Reporting Person(s) to

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

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

Expires: 2005 Estimated average burden hours per

OMB APPROVAL

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obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KEOUGH DONALD R /NY		Syn	Symbol IAC/INTERACTIVECORP [IACI]			Issuer			
(Last)	(First) (Middle) 3. D	3. Date of Earliest Transaction			(Check all applicable)			
711 FIFTH AVENUE		(Mo	(Month/Day/Year) 06/16/2014				_X_ Director 10% Owner Officer (give title Other (specify below)		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
NEW YORK, NY 10022			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-D	erivative	Secur	rities A <i>c</i> a	uired, Disposed o	f. or Reneficial	lv Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		3. re, if Transactio Code	4. Securi n(A) or D (Instr. 3,	ties A ispose 4 and (A) or	cquired 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)	06/16/2014		M <u>(1)</u>	2,393	A	\$ 68.47	148,017 (2)	D	
Common Stock, par value \$0.001 (3)							500 (3)	I	By spouse

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

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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. Transacti Code (Instr. 8)	5. Number on f 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock Units (4)	\$ 0	06/16/2014		M	2,393	06/16/2012(4)	06/16/2014(4)	Common Stock, par value \$0.001	2,3

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
KEOUGH DONALD R /NY							
711 FIFTH AVENUE	X						
NEW YORK, NY 10022							

Signatures

Joanne Hawkins as Attorney-in-Fact for Donald Keough

06/18/2014

**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 4 below).
- (2) Includes (i) 121,492 shares of IAC Common Stock and (ii) 26,525 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of this report.
- (3) The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.
- (4) Represents restricted stock units granted under the Company's 2008 Stock and Annual Incentive Plan, which vest 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.

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