

DELLPLAIN KATHLEEN K
Form 4
February 09, 2006

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 *
DELLPLAIN KATHLEEN K

(Last) (First) (Middle)
3150 139TH AVENUE SE
(Street)

BELLEVUE, WA 98005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Expedia, Inc. [EXPE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EVP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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)	Price		
Common Stock	02/07/2006		M	3,294	A \$ 0	8,110 ⁽¹⁾	D
Common Stock	02/07/2006		F	1,050	D \$ 25.12	7,060	D

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

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(9-02)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽²⁾	<u>(3)</u>	02/07/2006		M	3,294	02/07/2006 ⁽⁴⁾	02/07/2007	Common Stock	3,294
Options to Purchase Common Stock ⁽⁵⁾	\$ 3.69					08/09/2005	07/28/2007	Common Stock	6,050
Options to Purchase Common Stock ⁽⁵⁾	\$ 3.69					08/09/2005	08/10/2007	Common Stock	1,210
Options to Purchase Common Stock ⁽⁵⁾	\$ 2.5					08/09/2005	01/16/2008	Common Stock	8,720
Options to Purchase Common Stock ⁽⁵⁾	\$ 10.22					08/09/2005 ⁽⁶⁾	08/02/2008	Common Stock	25,700
Options to Purchase Common Stock ⁽⁵⁾	\$ 25.64					08/09/2005 ⁽⁷⁾	02/04/2012	Common Stock	19,600
Options to Purchase Common Stock ⁽⁵⁾	\$ 13.32					08/09/2005 ⁽⁸⁾	07/09/2012	Common Stock	21,200
Options to Purchase Common Stock ⁽⁵⁾	\$ 14.5					08/09/2005 ⁽⁹⁾	02/07/2013	Common Stock	17,700
	\$ 0 ⁽³⁾					02/04/2006 ⁽¹⁰⁾	02/04/2009		7,180

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Options for approximately 6,209 shares were vested at August 9, 2005, options for approximately 1,363 shares vested on September 9, 2005 and options for approximately 1,363 shares vest monthly thereafter until the options are fully vested July 9, 2006.

- (9) Options for approximately 5,448 shares were vested at August 9, 2005, options for approximately 682 shares vested on September 7, 2005 and options for approximately 682 shares vest monthly thereafter until the options are fully vested February 7, 2007.
- (10) Date at which first vesting following August 9, 2005 occurred is indicated. One-fourth of the total number of RSUs outstanding August 9, 2005 vested on the first vesting date and an additional one-fourth each anniversary thereafter until the RSUs are fully vested.
- (11) Date at which first vesting following August 9, 2005 occurs is indicated. One-fifth of the total number of RSUs outstanding August 9, 2005 vest on the first vesting date and an additional one-fifth each anniversary thereafter until the RSUs are fully vested.
- (12) Each warrant may be exercised for 0.969375 shares of Expedia common stock.

Represents warrants of Expedia received in connection with the Spin-Off. In connection with the Spin-Off, warrants to purchase IAC common stock were adjusted into warrants to purchase Expedia common stock. Options and RSUs which were adjusted into options and

- (13) RSUs with respect to Expedia common stock in connection with the Spin-Off were set forth on the Form 4 for Kathleen K. Dellplain filed on February 7, 2005 as well as on this Form 4. This Form 4 also includes warrants of Expedia received in connection with the Spin-Off. Therefore, this Form 4 includes all derivative securities held by Kathleen K. Dellplain.

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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