

IAC/INTERACTIVECORP
 Form 4
 April 11, 2008

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 *
MCINERNEY THOMAS

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/09/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP & CFO

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

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year)		(Instr. 3 and 4)						
				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A	N	S
Restricted Stock Units <u>(1)</u>	\$ 0	04/09/2008	A		24,119		01/31/2009 ⁽¹⁾	01/31/2012 ⁽¹⁾	Common Stock, par value \$0.001			
Options to Purchase Common Stock <u>(2)</u>	\$ 23	04/09/2008	A		166,667		01/31/2009 ⁽²⁾	01/31/2018 ⁽²⁾	Common Stock, par value \$0.001	1		
Options to Purchase Common Stock <u>(2)</u>	\$ 26	04/09/2008	A		166,667		01/31/2009 ⁽²⁾	01/31/2018 ⁽²⁾	Common Stock, par value \$0.001	1		
Options to Purchase Common Stock <u>(2)</u>	\$ 29	04/09/2008	A		166,666		01/31/2009 ⁽²⁾	01/31/2018 ⁽²⁾	Common Stock, par value \$0.001	1		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCINERNEY THOMAS C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			EVP & CFO	

Signatures

Joanne Hawkins as Attorney-in Fact for Thomas
McInerney 04/11/2008

**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 restricted stock units granted pursuant to the Company's 2005 Stock and Annual Incentive Plan, which vest in equal installments over four years from the anniversary of January 31, 2008, subject to the satisfaction of certain performance-related conditions.
- (2) Represents stock options granted pursuant to the Company's 2005 Stock and Annual Incentive Plan, which vest in equal installments over four years from the anniversary of January 31, 2008.

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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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