

Schwerdtman Michael H
 Form 4
 February 21, 2012

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 *
 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)
 02/16/2012

___ 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 ⁽¹⁾ | 02/16/2012 | | M ⁽¹⁾ | | 1,008 | A | \$ 0 |
| Common Stock, par value \$0.001 | 02/16/2012 | | F ⁽²⁾ | | 364 | D | \$ 45.01 |
| Common Stock, par value | 02/17/2012 | | M ⁽³⁾ | | 14,375 | A | \$ 21.6 |
| | | | | | 15,040 | D | |

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\$0.001 ⁽³⁾

| | | | | | | | |
|------------------------------------------|------------|---|--------|---|-----------------------|-----|---|
| Common Stock, par value \$0.001 | 02/17/2012 | S | 14,375 | D | \$ 45.9 <u>(4)</u> | 665 | D |
|------------------------------------------|------------|---|--------|---|-----------------------|-----|---|

| | | | | | | | |
|---------------------------------------------------------|------------|------------------|--------|---|-------------|--------|---|
| Common Stock, par value \$0.001 ⁽³⁾ | 02/17/2012 | M ⁽³⁾ | 11,459 | A | \$ 20.05 | 12,124 | D |
|---------------------------------------------------------|------------|------------------|--------|---|-------------|--------|---|

| | | | | | | | |
|------------------------------------------|------------|---|--------|---|---------------------------|-----|---|
| Common Stock, par value \$0.001 | 02/17/2012 | S | 11,459 | D | \$ 45.85 <u>(5)</u> | 665 | 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.

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(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 ⁽⁶⁾ | \$ 0 | 02/16/2012 | | M | 1,008 | 02/16/2008 ⁽⁶⁾ 02/16/2012 ⁽⁶⁾ | Common Stock, par value \$0.001 |
| Options to purchase Common Stock, par value \$0.001 ⁽⁷⁾ | \$ 21.6 | 02/17/2012 | | M | 14,375 | 02/16/2011 ⁽⁷⁾ 02/16/2020 ⁽⁷⁾ | Common Stock, par value \$0.001 |
| Options to purchase Common Stock, par | \$ 20.05 | 02/17/2012 | | M | 11,459 | 01/31/2009 ⁽⁸⁾ 01/31/2018 ⁽⁸⁾ | Common Stock, par value \$0.001 |

value
\$0.001 ⁽⁸⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schwerdtman Michael H C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011 | | | SVP & Controller | |

Signatures

| | |
|--------------------------------------------------------------------|------------|
| Tanya M. Stanich as Attorney-in-Fact for Michael H. Schwerdtman | 02/21/2012 |
| **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 footnote 6 below).
- (2) Represents the withholding of shares of IAC common stock to cover the payment of taxes in connection with the vesting of restricted stock units.
- (3) Represents shares of IAC common stock acquired upon the exercise of stock options (see footnotes 7 and 8 below).
The price reflects a weighted average of sales made at prices ranging from \$45.87 to \$46.04. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- (4) request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
The price reflects a weighted average of sales made at prices ranging from \$45.83 to \$45.87. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- (5) request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- (6) Represents restricted stock units that vest in five equal annual installments (20%) on February 16, 2008, February 16, 2009, February 16, 2010, February 16, 2011 and February 16, 2012.
- (7) Represents stock options that vest in four equal annual installments (25%) on February 16, 2011, February 16, 2012, February 16, 2013 and February 16, 2014.
- (8) Represents stock options that vest in four equal annual installments (25%) on January 31, 2009, January 31, 2010, January 31, 2011 and January 31, 2012.

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.