

Tree.com, Inc.
Form 4
February 18, 2010

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 *
HARRIS ROBERT L

(Last) (First) (Middle)

11115 RUSHMORE DRIVE

(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Tree.com, Inc. [TREE]

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2010

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)

President, LendingTree

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)
			Code	V	Amount or Price		
Common Stock	02/16/2010		M		12,243 A \$ 0	12,677	D
Common Stock	02/16/2010		F		4,497 D \$ 7.85	8,180	D
Common Stock	02/16/2010		M		1,191 A \$ 0	9,371	D
Common Stock	02/16/2010		F		461 D \$ 7.85	8,910	D
Common Stock	02/17/2010		M		3,750 A \$ 0	12,660	D

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Common Stock 02/17/2010 F 1,218 D \$ 8.1 11,442 D

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0	02/16/2010		M	12,243 <u>(1)</u>	<u>(2)</u> <u>(2)</u>	Common Stock	12,243
Restricted Stock Units	\$ 0	02/16/2010		M	1,191	<u>(3)</u> <u>(3)</u>	Common Stock	1,191
Restricted Stock Units	\$ 0	02/17/2010		M	3,750	<u>(4)</u> <u>(4)</u>	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS ROBERT L 11115 RUSHMORE DRIVE CHARLOTTE, NC 28277			President, LendingTree	

Signatures

/s/ Jacqueline Jones as Attorney-in-Fact for Robert L. Harris 02/18/2010

__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 delivered upon vesting of restricted stock units.
- (2) These restricted stock units vested in full on February 16, 2010.
- (3) The remaining restricted stock units will vest in two equal installments beginning February 16, 2011.
- (4) The remaining restricted stock units will vest in three equal installments beginning February 17, 2011.

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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