

LENDINGTREE INC  
Form 4  
December 24, 2002

**FORM 4**

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

OMB APPROVAL

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**

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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

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|   |  |  |   |  |  |  |  |  |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>Lebda Douglas R.</b><br>(Last) (First) (Middle)<br><b>11115 Rushmore Drive</b><br><br>(Street)<br><b>Charlotte, NC 28277</b><br><br>(City) (State) (Zip) |  |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><b>LENDINGTREE, INC. "TREE"</b> |  |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below)<br><b>CEO</b> |  |  |
|   |  |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |  |  | 4. Statement for Month/Day/Year<br><b>12/20/02</b>   |  |  |
|   |  |  | 5. If Amendment, Date of Original (Month/Day/Year)                                    |  |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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) | 3A. Deemed Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|-------------------|---|------------|-------|--|--|---|
|                                 |                                      |  |                                |                   | Amount  | (A) or (D) | Price |  |  |   |
| Common Stock                    |                                      |  |                                |                   |   |            |       | 858,160 <sup>(1)</sup>   | D  | N/A   |
| Common Stock                    |                                      |  |                                |                   |   |            |       | 76,500   | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |                   |   |            |       | 88,900   | I  | By Douglas R. Lebda Grantor Retained Annuity Trust    |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion or | 3. Transaction | 3A. Deemed | 4. Trans- | 5. Number of | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of Derivative | 10. Owner- | 11. Nat of Indir |
|------------------------|------------------|----------------|------------|-----------|--------------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------|
|------------------------|------------------|----------------|------------|-----------|--------------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------|

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| Security<br>(Instr. 3) | Exercise<br>Price of<br>Derivative<br>Security | Date<br>(Month/<br>Day/<br>Year) | Execution<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | Action   |          | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br><br>(Instr. 3, 4<br>& 5) |     | Date<br>(Month/Day/<br>Year) |                         | Underlying<br>Securities<br>(Instr. 3 & 4) |  | Security<br>(Instr. 5) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | ship<br>Form<br>of Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) | Benefic<br>Owners<br>(Instr. 4) |
|------------------------|--|----------------------------------|--|----------|----------|--|-----|------------------------------|-------------------------|--|--|------------------------|--|---|---------------------------------|
|                        |  |                                  |  | Code     | V        | (A)  | (D) | Date<br>Exer-cisable         | Expira-<br>tion<br>Date | Title                                      | Amount<br>or<br>Number<br>of<br>Shares |                        |  |   |                                 |
| <b>Options</b>         | <b>\$13.18</b>                                 | <b>12/20/02</b>                  |  | <b>A</b> | <b>V</b> | <b>125,000</b>   |     | <b>(2)</b>                   | <b>12/20/12</b>         | <b>Common<br/>Stock</b>                    | <b>125,000</b>                         |                        | <b>125,000</b>   | <b>D</b>  | <b>N/A</b>                      |

Explanation of Responses:

(1) Includes 814,042 shares of common stock that Mr. Lebda has pledged to Issuer.

(2) The options vest equally at 31,250 shares each year for the next four years following the date of the grant.

By: /s/ **Douglas R. Lebda**

**12/20/02**

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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