

Lourd Bryan  
Form 4/A  
January 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*

Lourd Bryan

(Last) (First) (Middle)

9830 WILSHIRE BLVD

(Street)

BEVERLY HILLS, CA 90212-1825

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

IAC/INTERACTIVECORP [IACI]

3. Date of Earliest Transaction

(Month/Day/Year)

09/30/2005

4. If Amendment, Date Original Filed

(Month/Day/Year)

10/04/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 (1)	08/09/2005		J(1)	51,801 (2)	D \$ 0 0	D	
Common Stock, par value \$0.001 (1)	08/09/2005		J(1)	26,051 (3) (4)	A \$ 0 26,051 (3) (4)	D	
Common Stock, par value \$0.001 (5)	09/30/2005		A(5)	551	A \$ 25.35 26,602 (6)	D	



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Includes (i) 51,425 shares of Old IAC Common Stock and (ii) 376 share units, each of which represents the right to receive one share of Old IAC Common Stock, accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of August 9, 2005 ("Old IAC Share Units").

- (3) Includes (i) 25,712 shares of New IAC Common Stock and (ii) 339 share units, each of which represents the right to receive one share of New IAC Common Stock, accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of August 9, 2005 ("New IAC Share Units").

- (4) In connection with the Spin-Off, all of the reporting person's Old IAC Share Units, which represented the right to receive shares of Old IAC Common Stock, converted into New IAC Share Units representing the right to receive shares of New IAC Common Stock, with adjustments to the number of shares underlying each share unit based upon the market capitalization of IAC after giving effect to the Spin-Off and Reverse Stock Split. The nature and impact of this adjustment were not accurately reflected in the initial form due to administrative error.

- (5) Represents New IAC Share Units accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of September 30, 2005.

- (6) Includes (i) 25,712 shares of New IAC Common Stock and (ii) 890 share units, each of which represents the right to receive one share of New IAC Common Stock, accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of August 9, 2005 ("New IAC Share Units").

- (7) In connection with the Spin-Off, all of the reporting person's restricted stock units, which represented the right to receive shares of Old IAC Common Stock ("Old IAC RSUs"), converted into restricted stock units representing the right to receive shares of New IAC Common Stock, with adjustments to the number of shares underlying each restricted stock unit based on the market capitalization of IAC after giving effect to the Spin-Off and Reverse Stock Split ("New IAC RSUs").

- (8) New IAC RSUs received in connection with the Spin-Off have the same terms and conditions, including the same vesting periods, as Old IAC RSUs had immediately prior to the Spin-Off and Reverse Stock Split.

- (9) The terms of the initial grant provide for vesting in equal installments over three years on the anniversary of the grant date, April 26, 2005.

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.