

IAC/INTERACTIVECORP  
Form 4  
August 25, 2005

**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 \*  
**DILLER BARRY**

(Last) (First) (Middle)

152 W. 57TH ST

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/23/2005**

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)  
**CEO**

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, par value \$0.01 <u>(1)</u>                   | 08/09/2005                           |  | J <sup>(1)</sup>               |   | 3,285,837   | D  | \$ 0  |
| Common Stock, par value \$0.001 ("Common Stock") <u>(1)</u> | 08/09/2005                           |  | J <sup>(1)</sup>               |   | 1,642,918   | D  | \$ 0  |
| Common Stock  | 08/23/2005                           |  | M                              |   | 1,895,847   | A  | \$ 6.29   |
|   |                                      |  |                                |   |   |  | 3,538,765 <u>(2)</u>                                  |

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|              |            |                  |         |   |         |                          |   |
|--------------|------------|------------------|---------|---|---------|--------------------------|---|
| Common Stock | 08/23/2005 | F <sup>(3)</sup> | 471,433 | D | \$ 25.3 | 3,067,332 <sup>(2)</sup> | D |
| Common Stock | 08/23/2005 | F <sup>(4)</sup> | 709,149 | D | \$ 25.3 | 2,358,183 <sup>(2)</sup> | 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) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                           |
|---|--|--------------------------------------|--|--------------------------------|--|-----|--|---------------------------|
|   |  |                                      |  |                                | (A)  | (D) | Date Exercisable   | Expiration Date           |
| Options to Purchase Common Stock <sup>(5)</sup> | \$ 6.29  | 08/09/2005                           |  | J <sup>(5)</sup>               | 1,895,847  |     | 08/09/2005 <sup>(6)</sup>                                | 08/24/2005 <sup>(6)</sup> |
| Options to Purchase Common Stock                | \$ 6.29  | 08/23/2005                           |  | M                              | 1,895,847  |     | 08/09/2005   | 08/24/2005                |
| Options to Purchase Common Stock <sup>(5)</sup> | \$ 5.25  | 08/09/2005                           |  | J <sup>(5)</sup>               | 6,381,250  |     | 08/09/2005 <sup>(6)</sup>                                | 11/24/2005 <sup>(6)</sup> |
| Options to Purchase Common Stock <sup>(5)</sup> | \$ 8.54  | 08/09/2005                           |  | J <sup>(5)</sup>               | 1,250,000  |     | 08/09/2005 <sup>(6)</sup>                                | 11/27/2005 <sup>(6)</sup> |
| Options to Purchase Common Stock <sup>(5)</sup> | \$ 10.73   | 08/09/2005                           |  | J <sup>(5)</sup>               | 9,500,000  |     | 08/09/2005 <sup>(6)</sup>                                | 10/19/2007 <sup>(6)</sup> |



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The terms of the initial grant provide for vesting in one lump installment on the fifth anniversary of the grant date, June 7, 2005, and expiration on the tenth anniversary of the grant date.

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