

IAC/INTERACTIVECORP
Form 4
November 23, 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)
11/22/2005

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 (A) or (D) Price			
Common Stock	11/22/2005		M	6,381,250 A \$ 5.25	8,739,433 (1)	D	
Common Stock	11/22/2005		F(2)	1,157,222 D \$ 28.95	7,582,211 (1)	D	
Common Stock	11/22/2005		F(3)	2,600,797 D \$ 28.95	4,981,414 (1)	D	
Common Stock	11/22/2005		M	1,250,000 A \$ 8.54	6,231,414 (1)	D	
Common Stock	11/22/2005		F(2)	372,796 D \$ 28.635	5,858,618 (1)	D	

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).
 - Excludes shares of IAC Common Stock held by the reporting person's spouse and a family foundation, of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of all shares of IAC Common Stock held by his spouse and the family foundation.
 - (1) Represents shares of IAC Common Stock withheld to cover the payment of the exercise price in connection with the exercise of stock options.
 - (2) Represents shares of IAC Common Stock withheld for payment of taxes due in connection with the exercise of stock options.
 - (3) Represents shares of IAC Common Stock withheld for payment of taxes due in connection with the exercise of stock options.

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.