

IAC/INTERACTIVECORP
Form 4
April 11, 2008

FORM 4

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

OMB APPROVAL

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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 *
BLATT GREGORY R

(Last) (First) (Middle)

C/O
IAC/INTERACTIVECORP, 555
WEST 18TH STREET

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/09/2008

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)
EVP & General Counsel

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Am Underlying Sec |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--|---|-------------------------|--------------------|---|------------------|------------------|---------------------------|---------------------------|--|-------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | A N S |
| Restricted Stock Units <u>(1)</u> | \$ 0 | 04/09/2008 | A | | | | 01/31/2009 ⁽¹⁾ | 01/31/2012 ⁽¹⁾ | Common Stock, par value \$0.001 | : |
| Options to Purchase Common Stock <u>(2)</u> | \$ 23 | 04/09/2008 | A | | | | 01/31/2009 ⁽²⁾ | 01/31/2018 ⁽²⁾ | Common Stock, par value \$0.001 | 1 |
| Options to Purchase Common Stock <u>(2)</u> | \$ 26 | 04/09/2008 | A | | | | 01/31/2009 ⁽²⁾ | 01/31/2018 ⁽²⁾ | Common Stock, par value \$0.001 | 1 |
| Options to Purchase Common Stock <u>(2)</u> | \$ 29 | 04/09/2008 | A | | | | 01/31/2009 ⁽²⁾ | 01/31/2018 ⁽²⁾ | Common Stock, par value \$0.001 | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLATT GREGORY R C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011 | | | EVP & General Counsel | |

Signatures

| | |
|--|------------|
| Joanne Hawkins as Attorney-in Fact for Gregory R. Blatt | 04/11/2008 |
| <u> </u> **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 restricted stock units granted pursuant to the Company's 2005 Stock and Annual Incentive Plan, which vest in equal installments over four years from the anniversary of January 31, 2008, subject to the satisfaction of certain performance-related conditions.
 - (2) Represents stock options granted pursuant to the Company's 2005 Stock and Annual Incentive Plan, which vest in equal installments over four years from the anniversary of January 31, 2008.

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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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