

HARRIS ROBERT L
 Form 4/A
 February 17, 2009

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 *
 HARRIS ROBERT L

(Last) (First) (Middle)
 11115 RUSHMORE DRIVE
 (Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Tree.com, Inc. [TREE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/20/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/22/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, LendingTree

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/20/2008 | | J(1) | | 646 | A | \$ 0 646 |
| Common Stock | 08/20/2008 | | F(2) | | 11 | D | \$ 0 635 |

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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 9.96 | 08/20/2008 | | J ⁽³⁾ | 360 | 08/20/2008 12/20/2012 | Common Stock 360 |
| Restricted Stock Units | ⁽⁴⁾ | 08/20/2008 | | J | 17,408 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock 17,408 |
| Restricted Stock Units | ⁽⁴⁾ | 08/20/2008 | | J | 12,243 | ⁽⁶⁾ ⁽⁶⁾ | Common Stock 12,243 |
| Restricted Stock Units | ⁽⁴⁾ | 08/20/2008 | | J | 9,140 | ⁽⁷⁾ ⁽⁷⁾ | Common Stock 9,140 |
| Restricted Stock Units | ⁽⁴⁾ | 08/20/2008 | | J | 3,573 | ⁽⁸⁾ ⁽⁸⁾ | Common Stock 3,573 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRIS ROBERT L 11115 RUSHMORE DRIVE CHARLOTTE, NC 28277 | | | President, LendingTree | |

Signatures

/s/ Jacqueline Jones as Attorney-in-Fact for Robert L. Harris 02/17/2009

 **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).

Reflects the acquisition of common stock, par value \$0.01, of Tree.com, Inc. ("Tree.com") in connection with the spin-off by IAC/InterActiveCorp ("IAC") of Tree.com (the "Spin-off"), which was completed following the close of the market on August 20, 2008.

- (1) The distribution of Tree.com common stock was effected by way of a dividend, pursuant to which holders of IAC common stock on August 11, 2008 received one-thirtieth of one share of Tree.com common stock for every share of IAC common stock held.
- (2) Represents the withholding of shares of Tree.com common stock to cover the payment of taxes in connection with the settlement of restricted stock units. No shares of Tree.com common stock were sold in connection with this settlement and related withholding.

In connection with the Spin-off, options to purchase IAC common stock granted prior to December 31, 2007 were converted into options to purchase common stock of each of IAC, HSN, ILG, Ticketmaster and Tree.com, with adjustments (to maintain pre- and post-Spin-off values) to the number of shares of common stock underlying each option and the per share exercise prices to reflect the Spin-off and reverse stock split. The post-conversion stock options have the same vesting and other applicable terms and conditions as such stock options had immediately prior to the Spin-off. Reflects the receipt of options to purchase Tree.com common stock in connection with the adjustment described immediately above.
- (3) Each restricted stock unit represents a contingent right to receive one share of Tree.com common stock.
- (4) These restricted stock units vest in full on February 6, 2011.
- (5) These restricted stock units vest in full on February 16, 2010.
- (6) These restricted stock units vest in full on May 14, 2010.
- (7) These restricted stock units vest in three equal annual installments beginning on February 16, 2010.
- (8) These restricted stock units vest in three equal annual installments beginning on February 16, 2010.

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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