

IAC/INTERACTIVECORP
 Form 4
 December 05, 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

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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 *
 Schwerdtman Michael H

(Last) (First) (Middle)

C/O
 IAC/INTERACTIVECORP, 152
 WEST 57TH STREET, 42ND
 FLOOR

(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)
 12/01/2006

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)
 SVP & Controller

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 or Price		
Common Stock, par value \$0.001 ⁽¹⁾	12/01/2006		M ⁽¹⁾		648 A \$ 0	699	D
Common Stock, par value \$0.001	12/01/2006		F ⁽²⁾		220 D \$ 36.49	479	D
Common Stock, par	12/01/2006		S		428 D \$ 35.91	51	D

value
\$0.001

Common Stock, par value \$0.001	12/01/2006	S	51	D	\$ 35.90	D
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Common Stock, par value \$0.001 ⁽¹⁾	12/02/2006	M ⁽¹⁾	789	A	\$ 0 789	D
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Common Stock, par value \$0.001	12/02/2006	F ⁽²⁾	267	D	\$ 35.94 522	D
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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 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	\$ 0	12/01/2006		M	648	12/01/2005 ⁽³⁾ 12/01/2008 ⁽³⁾	Common Stock	648
Restricted Stock Units	\$ 0	12/02/2006		M	789	12/02/2005 ⁽⁴⁾ 12/02/2009 ⁽⁴⁾	Common Stock	788

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Schwerdtman Michael H
C/O IAC/INTERACTIVECORP
152 WEST 57TH STREET, 42ND FLOOR
NEW YORK, NY 10019

SVP & Controller

Signatures

Joanne Hawkins as Attorney-in-Fact for Michael H.
Schwerdtman

12/05/2006

__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 shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnotes 3 and 4 below).
- (2) Represents the withholding of shares of IAC Common Stock for the payment of taxes in connection with the vesting of restricted stock units (see footnotes 3 and 4 below).
- (3) The terms of the initial grant provide for vesting in equal installments on the second, third, fourth and fifth anniversaries of the grant date, December 1, 2003.
- (4) The terms of the initial grant provide for vesting in equal installments over five years from the anniversary of the grant date, December 2, 2004.

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.