

MCINERNEY THOMAS  
Form 4  
May 05, 2011

**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 \*  
MCINERNEY THOMAS

(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)  
05/03/2011

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 & CFO

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, par value \$0.001 <sup>(1)</sup> | 05/03/2011                           |  | M <sup>(1)</sup>               |   | 7,011   | A  | \$ 15.03                          |
| Common Stock, par value \$0.001 <sup>(1)</sup> | 05/03/2011                           |  | M <sup>(1)</sup>               |   | 9,779   | A  | \$ 23.1                           |
| Common Stock, par value                        | 05/03/2011                           |  | S                              |   | 16,790  | D  | \$ 36.28 <sup>(2)</sup>           |

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\$0.001

|   |            |                  |        |   |         |         |   |
|---|------------|------------------|--------|---|---------|---------|---|
| Common<br>Stock, par<br>value<br>\$0.001 <sup>(1)</sup> | 05/05/2011 | M <sup>(1)</sup> | 11,222 | A | \$ 23.1 | 252,064 | D |
|---|------------|------------------|--------|---|---------|---------|---|

|  |            |   |        |   |                           |         |   |
|--|------------|---|--------|---|---------------------------|---------|---|
| Common<br>Stock, par<br>value<br>\$0.001 | 05/05/2001 | S | 11,222 | D | \$ 35.3<br><sup>(3)</sup> | 240,842 | D |
|--|------------|---|--------|---|---------------------------|---------|---|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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                              |
| Options to Purchase Common Stock           | \$ 15.03   | 05/03/2011                           |  | M                              | 7,011   | 08/20/2008 05/15/2011                                    | Common Stock, par value \$0.001 7,011                         |
| Options to Purchase Common Stock           | \$ 23.1  | 05/03/2011                           |  | M                              | 9,779   | 08/20/2008 12/16/2011                                    | Common Stock, par value \$0.001 9,779                         |
| Options to Purchase Common Stock           | \$ 23.1  | 05/05/2011                           |  | M                              | 11,222  | 08/20/2008 12/16/2011                                    | Common Stock, par value \$0.001 11,222                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| MCINERNEY THOMAS<br>C/O IAC/INTERACTIVECORP<br>555 WEST 18TH STREET<br>NEW YORK, NY 10011 |               |           | EVP & CFO |       |

## Signatures

|  |                     |
|--|---------------------|
| Tanya M. Stanich as Attorney-in-Fact for Thomas<br>McInerney | 05/05/2011          |
| <small>**Signature of Reporting Person</small>               | <small>Date</small> |

## 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 exercise of stock options.

The price reflects a weighted average of sales made at prices ranging from \$36.20 to \$36.31. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.

(2) The price reflects a weighted average of sales made at prices ranging from \$35.15 to \$35.42. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.

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.