

Schwerdtman Michael H
 Form 4
 February 21, 2012

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 *
 Schwerdtman Michael H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP & Controller

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

NEW YORK, NY 10011

(City) (State) (Zip)

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, par value \$0.001 ⁽¹⁾	02/16/2012		M ⁽¹⁾		1,008	A	\$ 0
Common Stock, par value \$0.001	02/16/2012		F ⁽²⁾		364	D	\$ 45.01
Common Stock, par value	02/17/2012		M ⁽³⁾		14,375	A	\$ 21.6
					15,040	D	

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\$0.001 ⁽³⁾

Common Stock, par value \$0.001	02/17/2012	S	14,375	D	\$ 45.9 <u>(4)</u>	665	D
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Common Stock, par value \$0.001 ⁽³⁾	02/17/2012	M ⁽³⁾	11,459	A	\$ 20.05	12,124	D
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Common Stock, par value \$0.001	02/17/2012	S	11,459	D	\$ 45.85 <u>(5)</u>	665	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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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units ⁽⁶⁾	\$ 0	02/16/2012		M	1,008	02/16/2008 ⁽⁶⁾ 02/16/2012 ⁽⁶⁾	Common Stock, par value \$0.001
Options to purchase Common Stock, par value \$0.001 ⁽⁷⁾	\$ 21.6	02/17/2012		M	14,375	02/16/2011 ⁽⁷⁾ 02/16/2020 ⁽⁷⁾	Common Stock, par value \$0.001
Options to purchase Common Stock, par	\$ 20.05	02/17/2012		M	11,459	01/31/2009 ⁽⁸⁾ 01/31/2018 ⁽⁸⁾	Common Stock, par value \$0.001

