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USA INTERACTIVE
Form SC 13D/A
May 10, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 4)/1/

USA Networks, Inc.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

40429R 10 9

(CUSIP Number)

With a copy to:

William D. Savoy
Vulcan, Inc.
505 Union Station
505 Fifth Avenue South, Suite 900
Seattle, Washington 98104
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Suite 900
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(Name, Address and Telephone Number of Persons Authorized to
Receive Notices and Communications)

May 7, 2002

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

/1/ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class

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of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 40429R 10 9

13D

Page ___ of ___ Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Paul G. Allen

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

Not Applicable

3. SEC USE ONLY

4. SOURCE OF FUNDS*

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER
166,199 shares

NUMBER OF
SHARES
BENEFICIALLY

8. SHARED VOTING POWER
- 0 -

OWNED BY
EACH
REPORTING

9. SOLE DISPOSITIVE POWER
166,199 shares

PERSON WITH:

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10. SHARED DISPOSITIVE POWER
- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
166,199 shares

Includes options to purchase an aggregate of 69,999 shares of Common Stock granted to Mr. Allen.

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Not Applicable

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 0.1% based on 340,633,475 shares of common stock outstanding on February 15, 2002 as reported by the Issuer in its Annual Report on Form 10-K for the year ended December 31, 2001.

14. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13D

This statement, which is being filed by Paul G. Allen, constitutes Amendment No. 4 to the Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on May 30, 1997 on Schedule 13D (the "Schedule 13D"), as amended by Amendment No. 1 filed with the SEC on July 23, 1997, Amendment No. 2 filed with the SEC on February 13, 2002 and Amendment No. 3 filed with the SEC on May 3, 2002. The Schedule 13D relates to the common stock, par value \$.01 per share, of USA Networks, Inc., a Delaware corporation (the "Issuer"). The item numbers and responses thereto below are in accordance with the requirements of Schedule 13D. Capitalized terms used herein and not defined shall have the meaning set forth in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated to read as follows:

(a) As of the date of this Amendment, Mr. Allen beneficially owns 166,199 shares of the Issuer's Common Stock, including options to purchase an aggregate of 69,999 shares of Common Stock. Mr. Allen's stockholdings represent less than 0.1% of the Issuer's Common Stock outstanding (based on 340,633,475 shares of Common Stock outstanding on February 15, 2002 as reported by the Issuer in its Annual Report on Form 10-K for the year ended December 31, 2001).

(b) Mr. Allen has sole voting and dispositive power

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with respect to all of the shares of the Issuer's Common Stock beneficially owned by him.

(c) Mr. Allen effected the following private sales of shares of Common Stock during the sixty days prior to and through the date of this Amendment:

On May 7, 2002 and May 8, 2002, Mr. Allen consummated the sale of 19,512,966 shares and 344,862 shares of Common Stock, respectively, for \$28.50 per share pursuant to the Stock Purchase Agreement.

(d) Mr. Allen does not know of any other person who has the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of any Common Stock beneficially owned by him.

(e) As a result of the sale of shares of Common Stock pursuant to the Stock Purchase Agreement, Mr. Allen ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer on May 7, 2002.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended by adding the following:

On May 7, 2002 and May 8, 2002, Mr. Allen consummated the sale of an aggregate of 19,857,828 Common Stock for \$28.50 per share pursuant to the Stock Purchase Agreement. The sale of the remaining 96,200 shares of Common Stock to be sold pursuant to the Stock Purchase Agreement is expected to be consummated by May 13, 2002.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 10, 2002

(Date)

*

*By: /s/ William D. Savoy

William D. Savoy as Attorney in Fact for Paul G. Allen pursuant to a Power of Attorney filed on August 30, 1999, with the Schedule 13G of Vulcan Ventures Incorporated and Paul G. Allen for Pathogenesis, Inc. and incorporated herein by reference.

