

BLATT GREGORY R
Form 4
November 08, 2005

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 *
BLATT GREGORY R

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)

152 WEST 57TH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & General Counsel

NEW YORK, NY 10019

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

(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 Ownership (Instr. 4) |
|------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 ⁽¹⁾ | 08/09/2005 | | J ⁽¹⁾ | | 3,094 | D | \$ 0 |
| Common Stock, par value \$0.001 ⁽¹⁾ | 08/09/2005 | | J ⁽¹⁾ | | 1,547 | A | \$ 0 |
| Common Stock, par value \$0.001 ⁽²⁾ | 11/05/2005 | | M ⁽²⁾ | | 7,878 | A | \$ 0 |

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Common Stock, par value \$0.001 ⁽³⁾ 11/05/2005 F⁽³⁾ 3,100 D \$ 26.88 6,325 D

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 Underlying Security (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 08/09/2005 | | J ⁽⁴⁾ | 31,513 | 11/05/2005 ⁽⁵⁾⁽⁶⁾ 11/05/2008 ⁽⁵⁾⁽⁶⁾ | Common Stock |
| Restricted Stock Units | \$ 0 | 11/05/2005 | | M | 7,878 | 11/05/2005 ⁽⁶⁾ 11/05/2008 ⁽⁶⁾ | Common Stock |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 08/09/2005 | | J ⁽⁴⁾ | 5,897 | 02/04/2006 ⁽⁵⁾⁽⁷⁾ 02/04/2009 ⁽⁵⁾⁽⁷⁾ | Common Stock |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 08/09/2005 | | J ⁽⁴⁾ | 29,490 | 02/04/2009 ⁽⁵⁾⁽⁸⁾ 02/04/2009 ⁽⁵⁾⁽⁸⁾ | Common Stock |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 08/09/2005 | | J ⁽⁴⁾ | 37,703 | 02/10/2006 ⁽⁵⁾⁽⁹⁾ 02/10/2010 ⁽⁵⁾⁽⁹⁾ | Common Stock |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 08/09/2005 | | J ⁽⁴⁾ | 28,278 | 02/10/2010 ⁽⁵⁾⁽¹⁰⁾ 02/10/2010 ⁽⁵⁾⁽¹⁰⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

BLATT GREGORY R
152 WEST 57TH STREET
NEW YORK, NY 10019

EVP & General Counsel

Signatures

Joanne Hawkins as Attorney-in-Fact for Gregory R.
Blatt

11/08/2005

**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) Reflects the disposition of IAC Common Stock, par value \$0.01 ("Old IAC Common Stock"), and the acquisition of IAC Common Stock, par value \$0.001 ("New IAC Common Stock"), in each case, in connection with the spin-off by IAC/InterActiveCorp ("IAC") of Expedia, Inc. ("Expedia"), which was completed on August 9, 2005 (the "Spin-Off"). The Spin-Off, which was immediately preceded by a one-for-two reverse stock split (the "Reverse Stock Split"), was effected by way of a reclassification, pursuant to which each share of Old IAC Common Stock was reclassified into one share of New IAC Common Stock and 1/100 of a share of IAC Series 1 Mandatory Exchangeable Preferred Stock, which was automatically exchanged into one share of Expedia Common Stock.

(2) Represents shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnote 6 below).

(3) Represents the withholding of shares of IAC Common Stock for the payment of taxes in connection with the vesting of restricted stock units (see footnote 6 below).

(4) In connection with the Spin-Off, all of the reporting person's restricted stock units, which represented the right to receive shares of Old IAC Common Stock ("Old IAC RSUs"), converted into restricted stock units representing the right to receive shares of New IAC Common Stock, with adjustments to the number of shares underlying each restricted stock unit based on the market capitalization of IAC after giving effect to the Spin-Off and Reverse Stock Split ("New IAC RSUs").

(5) New IAC RSUs received in connection with the Spin-Off have the same terms and conditions, including the same vesting periods, as Old IAC RSUs had immediately prior to the Spin-Off and Reverse Stock Split.

(6) The terms of the initial grant provide for vesting in equal installments of 25% on the second, third, fourth and fifth anniversaries of the grant date, November 5, 2003, subject to the satisfaction of certain performance-related conditions.

(7) The terms of the initial grant provide for vesting in equal installments over five years on the anniversary of the grant date, February 4, 2004, subject to the satisfaction of certain performance-related conditions.

(8) The terms of the initial grant provide for vesting in one lump sum installment on the fifth anniversary of the grant date, February 4, 2004, subject to the satisfaction of certain performance-related conditions.

(9) The terms of the initial grant provide for vesting in equal installments over five years on the anniversary of the grant date, February 10, 2005, subject to the satisfaction of certain performance-related conditions.

(10) The terms of the initial grant provide for vesting in one lump sum installment on the fifth anniversary of the grant date, February 10, 2005, subject to the satisfaction of certain performance-related conditions.

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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