IAC/INTERACTIVECORP

Form 4

November 23, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Add DILLER BAR		ing Person *	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)		(Middle)	3. Date of Earliest Transaction	(2 un appriouete)			
			(Month/Day/Year)	_X_ Director 10% Owner			
152 W. 57TH ST			11/22/2005	X Officer (give title Other (spec below) below)			
				CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NEW YORK,	NY 10019			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

		i cison									
(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. Transactic Code (Instr. 8)	4. Securities Amount	D)	ed (A) or	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)		
Common Stock	11/22/2005		M	6,381,250	A	\$ 5.25	8,739,433 (1)	D			
Common Stock	11/22/2005		F(2)	1,157,222	D	\$ 28.95	7,582,211 (1)	D			
Common Stock	11/22/2005		F(3)	2,600,797	D	\$ 28.95	4,981,414 (1)	D			
Common Stock	11/22/2005		M	1,250,000	A	\$ 8.54	6,231,414 (1)	D			
Common Stock	11/22/2005		F(2)	372,796	D	\$ 28.635	5,858,618 (1)	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. Transactic Code (Instr. 8)	orDeri Secu Acqı Disp	umber of vative urities uired (A) or osed of (D) r. 3, 4, and 5)	Expiration Date		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Options to Purchase Common Stock	\$ 5.25	11/22/2005		M		6,381,250	08/09/2005	11/24/2005	Common Stock	6,38
Options to Purchase Common Stock	\$ 8.54	11/22/2005		M		1,250,000	08/09/2005	11/27/2005	Common Stock	1,25

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
DILLER BARRY 152 W. 57TH ST NEW YORK, NY 10019	X		CEO					

Signatures

Joanne Hawkins as Attorney-in-Fact for Barry
Diller 11/23/2005

**Signature of Reporting Person Date

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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).
- Excludes shares of IAC Common Stock held by the reporting person's spouse and a family foundation, of which the reporting person is a (1) trustee. The reporting person disclaims beneficial ownership of all shares of IAC Common Stock held by his spouse and the family
- (2) Represents shares of IAC Common Stock withheld to cover the payment of the exercise price in connection with the exercise of stock options.
- (3) Represents shares of IAC Common Stock withheld for payment of taxes due in connection with the exercise of stock options.

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.