#### KAUFMAN VICTOR

Form 4

February 14, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

(Print or Type	Responses)								
1. Name and A	g Person *	Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(I ()	(F' 1)	O.C. 1.11. \				(Che	eck all applicable	e)	
(Last)  C/O IAC/INTER 57TH ST	(First)	(Middle) P, 152 W.	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2006			_X_ Director10% Own _X_ Officer (give title Other (sp below)  Vice Chairman			
	(Street)		4. If Ame	endment, Da	ate Original	6. Individual or	Joint/Group Fili	ng(Check	
NEW YOR	K, NY 10019		Filed(Mo	nth/Day/Year	r)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative Securities Acq		of, or Beneficia	lly Owne	
1.Title of Security	2. Transaction Da (Month/Day/Year			3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Natu Indirec	

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	n(A) or Dis	Securities Acquired ) or Disposed of (D) str. 3, 4 and 5)  (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, par value \$0.001 (1)	02/10/2006		Code V  M(1)	Amount 15,080	(D)	Price	25,774	D	
Common Stock, par value \$0.001 (2)	02/10/2006		F(2)	5,098	D	\$ 28.02	20,676	D	
Common Stock, par value	02/12/2006		M <u>(1)</u>	42,767	A	\$ 0	63,443	D	

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\$0.001 (1)

Common

\$0.001 (2)

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)

Deri Seci	itle of ivative urity tr. 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		Date (Month/Day/Yea )	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
					Code V	and 5) (A) (D)	Date Exercisable	e Expiration Date	Title	An or Nu of S	
Res Sto Uni		\$ 0	02/10/2006		M	15,08	30 02/10/2006 <u>(3)</u>	<u>)</u> 02/10/2010 <u>(3)</u>	Common Stock	1 15	
Res Sto Uni		\$ 0	02/12/2006		M	42,76	57 02/12/2005 <u>(4)</u>	<u>0</u> 02/12/2008 <u>(4)</u>	Common	<sup>1</sup> 42	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
rr a g a m a m a m a m a m a m a m a m a m	Director	10% Owner	Officer	Other			
KAUFMAN VICTOR C/O IAC/INTERACTIVECORP 152 W. 57TH ST NEW YORK, NY 10019	X		Vice Chairman				
Ciamatuwaa							

## **Signatures**

Joanne Hawkins as Attorney-in-Fact for Victor
Kaufman
02/14/2006

\*\*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).
- (1) Represents shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnotes 3 and 4 below).
- (2) Represents the withholding of shares of IAC Common Stock for the payment of taxes in connection with the vesting of restricted stock units (see footnotes 3 and 4 below).
- (3) 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.
- (4) The terms of the initial grant provide for vesting in equal installments (25%) on the second, third, fourth and fifth anniversaries of the grant date, February 12, 2003, 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. 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.