

Schwerdtman Michael H
Form 4
February 21, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schwerdtman Michael H

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 ⁽¹⁾	02/16/2012		M ⁽¹⁾	1,008	A \$ 0 1,029	D	
Common Stock, par value \$0.001	02/16/2012		F ⁽²⁾	364	D \$ 45.01 665	D	
Common Stock, par value	02/17/2012		M ⁽³⁾	14,375	A \$ 21.6 15,040	D	

\$0.001 ⁽³⁾Common
Stock, par
value
\$0.001

02/17/2012

S

14,375 D

\$ 45.9
⁽⁴⁾

665

D

Common
Stock, par
value
\$0.001 ⁽³⁾

02/17/2012

M⁽³⁾

11,459 A

\$
20.05

12,124

D

Common
Stock, par
value
\$0.001

02/17/2012

S

11,459 D

\$
45.85
⁽⁵⁾

665

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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 and Amount 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

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

Tanya M. Stanich as Attorney-in-Fact for Michael H. Schwerdtman 02/21/2012

- * 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 footnote 6 below).
- (2) Represents the withholding of shares of IAC common stock to cover the payment of taxes in connection with the vesting of restricted stock units.
- (3) Represents shares of IAC common stock acquired upon the exercise of stock options (see footnotes 7 and 8 below).
- The price reflects a weighted average of sales made at prices ranging from \$45.87 to \$46.04. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- (4) The price reflects a weighted average of sales made at prices ranging from \$45.83 to \$45.87. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- (5) Represents restricted stock units that vest in five equal annual installments (20%) on February 16, 2008, February 16, 2009, February 16, 2010, February 16, 2011 and February 16, 2012.
- (7) Represents stock options that vest in four equal annual installments (25%) on February 16, 2011, February 16, 2012, February 16, 2013 and February 16, 2014.
- (8) Represents stock options that vest in four equal annual installments (25%) on January 31, 2009, January 31, 2010, January 31, 2011 and January 31, 2012.

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.