

EXPEDIA INC
Form 4
October 30, 2002

FORM 4

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

OMB APPROVAL

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

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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

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1. Name and Address of Reporting Person* BRITTON MARK S. (Last) (First) (Middle) 13810 S.E. EASTGATE WAY SUITE 400 (Street) BELLEVUE, WA 98005 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol EXPEDIA, INC. (EXPE)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Senior V.P., General Counsel and Secretary <input type="checkbox"/> Other (specify below)	
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 10/28/2002		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
5. If Amendment, Date of Original (Month/Day/Year)					

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	10/28/02		M		3,750	A	\$16.06			
COMMON STOCK	10/28/02		S		3,750	D	\$66.33			
COMMON STOCK	10/28/02		M		625	A	\$16.06			
COMMON STOCK	10/28/02		S		625	D	\$66.33			
COMMON STOCK	10/28/02		M		2,250	A	\$10.88			
COMMON STOCK	10/28/02		S		2,250	D	\$66.33	0		

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date				
Options (Right to Buy)	\$16.06	10/28/02		M		3,750	(1)	07/28/07	Common Stock	3,750	\$16.06	18,750	D
Options (Right to Buy)	\$16.06	10/28/02		M		625	(2)	08/10/07	Common Stock	625	\$16.06	3,125	D
Options (Right to Buy)	\$10.88	10/28/02		M		2,250	(3)	01/16/08	Common Stock	2,250	\$10.88	13,500	D
Common Stock Warrants (Right to Buy)	\$52.00	10/28/02		S		2,667	(4)	02/04/09	Common Stock	2,667	\$0.00	14,067	D

Explanation of Responses:

(1) 3,750 shares shall vest on 7/28/01, and 3,750 shares shall vest every six month period thereafter.

(2) 625 shares shall vest on 8/10/01, and 625 shares shall vest every six month period thereafter.

(3) 2,250 shares shall vest on 1/16/02, and 2,250 shares shall vest every six month period thereafter.

(4) 3,867 shares were vested on 1/25/02. 600 shares shall vest on 2/02/03 and 600 shares shall vest every six months thereafter. 105 shares shall vest on 2/10/03 and 105 shares shall vest every six months thereafter. 900 shares shall vest on 11/08/02 and 900 shares shall vest every six months thereafter. 630 shares shall vest on 1/28/03 and 630 shares shall vest every six months thereafter. 432 shares shall vest on 1/16/03 and 432 shares shall vest every six months thereafter.

By: /s/ **Mark S. Britton**
by Maja D. Chaffe, his attorney-in-fact

10/30/2002
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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