

IAC/INTERACTIVECORP  
Form 4  
November 23, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DILLER BARRY**

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 W. 57TH ST**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/22/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO**

(Street)

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

**NEW YORK, NY 10019**

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
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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Common Stock    11/22/2005    F<sup>(3)</sup>    436,719    D    \$ 28.635    5,421,899<sup>(1)</sup>    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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable    Expiration Date	Title    Amount
Options to Purchase Common Stock	\$ 5.25	11/22/2005		M	6,381,250	08/09/2005    11/24/2005	Common Stock    6,381,250
Options to Purchase Common Stock	\$ 8.54	11/22/2005		M	1,250,000	08/09/2005    11/27/2005	Common Stock    1,250,000

## 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

## 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 trustee. The reporting person disclaims beneficial ownership of all shares of IAC Common Stock held by his spouse and the family foundation.
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  - (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.

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