

KEOUGH DONALD R /NY
Form 4/A
January 04, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
KEOUGH DONALD R /NY

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)
711 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2005

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

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)
10/04/2005

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

(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 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 (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 (1) | 08/09/2005 | | J(1) | | 99,544 (2) | D | \$ 0 0 |
| Common Stock, par value \$0.001 (1) | 08/09/2005 | | J(1) | | 53,525 (3) (4) | A | \$ 0 53,525 (3) (4) |
| Common Stock, par value \$0.001 (5) | 09/30/2005 | | A(5) | | 335 (5) | A | \$ 25.35 53,860 (6) |

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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. 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 Underlying Security (Instr. 3) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 12.22 | 08/09/2005 | | J ⁽⁷⁾ | 5,000 | 08/09/2005 ⁽⁸⁾ | 09/15/2008 ⁽⁸⁾ | Common Stock |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 11.6 | 08/09/2005 | | J ⁽⁷⁾ | 50,000 | 08/09/2005 ⁽⁸⁾ | 09/17/2008 ⁽⁸⁾ | Common Stock |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 21.2 | 08/09/2005 | | J ⁽⁷⁾ | 5,000 | 08/09/2005 ⁽⁸⁾ | 10/01/2009 ⁽⁸⁾ | Common Stock |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 24.61 | 08/09/2005 | | J ⁽⁷⁾ | 2,500 | 08/09/2005 ⁽⁸⁾ | 04/04/2010 ⁽⁸⁾ | Common Stock |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 28.63 | 08/09/2005 | | J ⁽⁷⁾ | 2,500 | 08/09/2005 ⁽⁸⁾ | 05/02/2011 ⁽⁸⁾ | Common Stock |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 27.98 | 08/09/2005 | | J ⁽⁷⁾ | 2,500 | 08/09/2005 ⁽⁸⁾ | 05/30/2011 ⁽⁸⁾ | Common Stock |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 26.99 | 08/09/2005 | | J ⁽⁷⁾ | 5,000 | 08/09/2005 ⁽⁸⁾ | 06/12/2012 ⁽⁸⁾ | Common Stock |

| | | | | | | | |
|---------------------------------------|------|------------|------------------|-------|--------------------------------|--------------------------------|------------|
| Restricted Stock Units ⁽⁹⁾ | \$ 0 | 08/09/2005 | J ⁽⁹⁾ | 2,251 | 05/29/2006 ⁽¹⁰⁾⁽¹¹⁾ | 05/29/2006 ⁽¹⁰⁾⁽¹¹⁾ | Com Sto |
| Restricted Stock Units ⁽⁹⁾ | \$ 0 | 08/09/2005 | J ⁽⁹⁾ | 4,502 | 06/23/2006 ⁽¹⁰⁾⁽¹²⁾ | 06/23/2007 ⁽¹⁰⁾⁽¹²⁾ | Com Sto |
| Restricted Stock Units ⁽⁹⁾ | \$ 0 | 08/09/2005 | J ⁽⁹⁾ | 6,753 | 07/19/2006 ⁽¹⁰⁾⁽¹³⁾ | 07/19/2008 ⁽¹⁰⁾⁽¹³⁾ | Com Sto |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KEOUGH DONALD R /NY 711 FIFTH AVENUE NEW YORK, NY 10022 | | X | | |

Signatures

Joanne Hawkins as Attorney-in-Fact for Donald Keough
 Signature: _____ Date: 01/04/2006

**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).

(1) Reflects the disposition of IAC Common Stock, par value \$0.01 ("Old IAC Common Stock"), and the acquisition of IAC Common Stock, par value \$0.001 ("New IAC Common Stock"), in each case, in connection with the spin-off by IAC/InterActiveCorp ("IAC") of Expedia, Inc. ("Expedia"), which was completed on August 9, 2005 (the "Spin-Off"). The Spin-Off, which was immediately preceded by a one-for-two reverse stock split (the "Reverse Stock Split"), was effected by way of a reclassification, pursuant to which each share of Old IAC Common Stock was reclassified into one share of New IAC Common Stock and 1/100 of a share of IAC Series 1 Mandatory Exchangeable Preferred Stock, which was automatically exchanged into one share of Expedia Common Stock.

(2) Includes (i) 90,176 shares of Old IAC Common Stock held directly by the reporting person and (ii) 9,368 share units, each of which represents the right to receive one share of Old IAC Common Stock, accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of August 9, 2005 ("Old IAC Share Units"). The reporting person is also the indirect beneficial owner of 2,000 shares of IAC Common Stock held by his spouse, of which the reporting person disclaims beneficial ownership.

(3) Includes (i) 45,088 shares of New IAC Common Stock held directly by the reporting person and (ii) 8,437 share units, each of which represents the right to receive one share of New IAC Common Stock, accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of August 9, 2005 ("New IAC Share Units"). The reporting person is also the indirect beneficial owner of 1,000 shares of IAC Common Stock held by his spouse, of which the reporting person disclaims beneficial ownership.

(4) In connection with the Spin-Off, all of the reporting person's Old IAC Share Units, which represented the right to receive shares of Old IAC Common Stock, converted into New IAC Share Units representing the right to receive shares of New IAC Common Stock, with adjustments to the number of shares underlying each share unit based on the market capitalization of IAC after giving effect to the Spin-Off and Reverse Stock Split. The nature and impact of this adjustment were not accurately reflected in the initial form due to administrative error.

(5) Represents New IAC Share Units accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of September 30, 2005.

(6) Includes (i) 45,088 shares of New IAC Common Stock held directly by the reporting person and (ii) 8,772 New IAC Share Units accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of September 30, 2005. The reporting person is also the

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indirect beneficial owner of 1,000 shares of IAC Common Stock held by his spouse, of which the reporting person disclaims beneficial ownership.

- (7) In connection with the Spin-Off, each of the reporting person's vested options to purchase shares of Old IAC Common Stock converted into one vested option to purchase shares of New IAC Common Stock and one vested option to purchase shares of Expedia Common Stock, with adjustments to the number of shares subject to each vested option and the option exercise prices based on the relative market capitalizations of IAC and Expedia after giving effect to the Spin-Off and Reverse Stock Split.
- (8) Other than the adjustments described in footnote 7 above, vested options to purchase New IAC Common Stock received in connection with the Spin-Off have the same terms and conditions, including the same exercise periods, as the vested options to purchase Old IAC Common Stock had immediately prior to the Spin-Off and Reverse Stock Split.
- (9) In connection with the Spin-Off, all of the reporting person's restricted stock units, which represented the right to receive shares of Old IAC Common Stock ("Old IAC RSUs"), converted into restricted stock units representing the right to receive shares of New IAC Common Stock, with adjustments to the number of shares underlying each restricted stock unit based on the market capitalization of IAC after giving effect to the Spin-Off and Reverse Stock Split ("New IAC RSUs").
- (10) New IAC RSUs received in connection with the Spin-Off have the same terms and conditions, including the same vesting periods, as Old IAC RSUs had immediately prior to the Spin-Off and Reverse Stock Split.
- (11) The terms of the initial grant provide for vesting in equal installments over three years on the anniversary of the grant date, May 29, 2003.
- (12) The terms of the initial grant provide for vesting in equal installments over three years on the anniversary of the grant date, June 23, 2004.
- (13) The terms of the initial grant provide for vesting in equal installments over three years on the anniversary of the grant date, July 19, 2005.

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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