IAC/INTERACTIVECORP

Form 4 May 31, 2006

FORM 4

OMB APPROVAL

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per response... Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

IAC/INTERACTIVECORP [IACI]

5. Relationship of Reporting Person(s) to Issuer

BRONFMAN EDGAR JR

(Middle)

Symbol

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 05/29/2006

X Director 10% Owner Officer (give title Other (specify

(Check all applicable)

75 ROCKEFELLER PLAZA, 30TH

(Street)

FLOOR

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

NEW YORK, NY 10019

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed

1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) (Instr. 4)

Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Amount (D) Price

Α

Common

\$0.001 (1)

Stock, par 05/29/2006 value

 $M^{(1)}$ 2.251

\$0

 $11,764 \stackrel{(2)}{=}$ D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number or Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securit (Instr. 3 and 4)	
			Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock	\$ 0	05/29/2006	M	2,251	05/29/2004(3)	05/29/2006(3)	Common Stock	2,2

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
BRONFMAN EDGAR JR 75 ROCKEFELLER PLAZA 30TH FLOOR NEW YORK, NY 10019	X					

Signatures

Units (3)

Joanne Hawkins as Attorney-in-Fact for Edgar Bronfman Jr.

05/31/2006

Date

**Signature of Reporting Person

n of Posponsos:

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 footnote 3).
 - Includes (i)6,001 shares of IAC Common Stock held directly by the reporting person and (ii) 5,763 share units accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of the date of this report. Does not include the following indirect holdings:(i)
- (2) 10,750 shares of IAC Common Stock acquired by, and held for the reporting person in, an IRA, (ii) 4,250 shares of IAC Common Stock held by the reporting person in his capacity as custodian for his minor children, of which shares the reporting person disclaims beneficial ownership, and (iii) 1,025 shares of IAC Common Stock held by the reporting person's spouse, of which shares the reporting person disclaims beneficial ownership.
- (3) 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. 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.

Reporting Owners 2