

IAC/INTERACTIVECORP

Form 4

August 22, 2008

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 *
DILLER BARRY

(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)

08/20/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 (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)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock, par value \$0.01					4,289,499 ⁽¹⁾	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
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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)**

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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)	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 Securities (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Amount of Number of Shares
		Code	V	(A)	(D)			
Options to Purchase Common Stock	\$ 31.06					06/07/2010 ⁽²⁾	06/07/2015 ⁽²⁾	Common Stock, par value \$0.01 1,199,948 ⁽²⁾
Options to Purchase Common Stock	\$ 41.81					06/07/2010 ⁽²⁾	06/07/2015 ⁽²⁾	Common Stock, par value \$0.01 699,948 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DILLER BARRY C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011	X		Chairman & CEO	

Signatures

Tanya M. Stanich as Attorney-in-Fact for Barry Diller

08/22/2008

****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).

Reflects the one-for-two reverse stock split effected in connection with, and immediately following, the Spin-Off by IAC of HSN, Inc.

- (1) ("HSN"), Interval Leisure Group, Inc. ("ILG"), Ticketmaster and Tree.com, Inc. ("TREE") and the one-for-two reverse stock split (the "Reverse Stock Split") on August 20, 2008.

In connection with the Spin-Off, stock options granted prior to December 31, 2007 were converted into options to purchase common stock of each of IAC, HSN, ILG, Ticketmaster and Tree.com, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of common stock underlying the options.

- (2) of shares of common stock underlying each option and the per share exercise prices to reflect the Spin-Off and Reverse Stock Split. These previously granted stock options have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split. Reflects IAC stock options, as adjusted on the basis described immediately above.

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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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