

IAC/INTERACTIVECORP  
Form 4  
October 04, 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 \*  
SCHWARZKOPF H NORMAN

(Last) (First) (Middle)

400 NORTH ASHLEY STREET,  
SUITE 3050

(Street)

TAMPA, FL 33602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
IAC/INTERACTIVECORP [IACI]

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

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)

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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                     |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, par value \$0.01 (1)  | 08/09/2005                           |  | J(1)                           |   | 17,136  | D  | \$ 0                              |
| Common Stock, par value \$0.001 (1) | 08/09/2005                           |  | J(1)                           |   | 8,568   | A  | \$ 0                              |
| Common Stock, par value \$0.001 (2) | 09/30/2005                           |  | A(2)                           |   | 462   | A  | \$ 25.35                          |

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

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(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 Underlying (Instr. 3 and 4) |              |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Options to Purchase Common Stock <sup>(3)</sup> | \$ 6.18  | 08/09/2005                           |  | J <sup>(3)</sup>               | 45,000  | 08/09/2005 <sup>(4)</sup>                                | 04/03/2006 <sup>(4)</sup>                | Common Stock |
| Options to Purchase Common Stock <sup>(3)</sup> | \$ 6.46  | 08/09/2005                           |  | J <sup>(3)</sup>               | 10,000  | 08/09/2005 <sup>(4)</sup>                                | 12/20/2006 <sup>(4)</sup>                | Common Stock |
| Options to Purchase Common Stock <sup>(3)</sup> | \$ 14.34   | 08/09/2005                           |  | J <sup>(3)</sup>               | 10,000  | 08/09/2005 <sup>(4)</sup>                                | 02/11/2008 <sup>(4)</sup>                | Common Stock |
| Options to Purchase Common Stock <sup>(3)</sup> | \$ 13.68   | 08/09/2005                           |  | J <sup>(3)</sup>               | 10,000  | 08/09/2005 <sup>(4)</sup>                                | 02/20/2008 <sup>(4)</sup>                | Common Stock |
| Options to Purchase Common Stock <sup>(3)</sup> | \$ 21.2  | 08/09/2005                           |  | J <sup>(3)</sup>               | 5,000   | 08/09/2005 <sup>(4)</sup>                                | 10/01/2009 <sup>(4)</sup>                | Common Stock |
| Options to Purchase Common Stock <sup>(3)</sup> | \$ 24.61   | 08/09/2005                           |  | J <sup>(3)</sup>               | 2,500   | 08/09/2005 <sup>(4)</sup>                                | 04/04/2010 <sup>(4)</sup>                | Common Stock |
| Options to Purchase Common Stock <sup>(3)</sup> | \$ 28.63   | 08/09/2005                           |  | J <sup>(3)</sup>               | 2,500   | 08/09/2005 <sup>(4)</sup>                                | 05/02/2011 <sup>(4)</sup>                | Common Stock |



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Common Stock had immediately prior to the Spin-Off and Reverse Stock Split.

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

- (5) 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").
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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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