

IAC/INTERACTIVECORP  
Form 4  
December 05, 2006

**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 \*  
Schwerdtman Michael H

(Last) (First) (Middle)

C/O  
IAC/INTERACTIVECORP, 152  
WEST 57TH STREET, 42ND  
FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2006

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)  
SVP & Controller

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock, par value \$0.001 <sup>(1)</sup> | 12/01/2006                           |  | M <sup>(1)</sup>               |   | 648 A \$ 0  | 699  | D   |
| Common Stock, par value \$0.001                | 12/01/2006                           |  | F <sup>(2)</sup>               |   | 220 D \$ 36.49  | 479  | D   |
| Common Stock, par                              | 12/01/2006                           |  | S                              |   | 428 D \$ 35.91  | 51   | D   |

|   |            |                  |     |   |             |     |   |
|---|------------|------------------|-----|---|-------------|-----|---|
| value<br>\$0.001  |            |                  |     |   |             |     |   |
| Common<br>Stock, par<br>value<br>\$0.001                | 12/01/2006 | S                | 51  | D | \$ 35.90    |     | D |
| Common<br>Stock, par<br>value<br>\$0.001 <sup>(1)</sup> | 12/02/2006 | M <sup>(1)</sup> | 789 | A | \$ 0        | 789 | D |
| Common<br>Stock, par<br>value<br>\$0.001                | 12/02/2006 | F <sup>(2)</sup> | 267 | D | \$<br>35.94 | 522 | 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.**

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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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Restricted Stock Units                     | \$ 0   | 12/01/2006                           |  | M                              | 648   | 12/01/2005 <sup>(3)</sup> 12/01/2008 <sup>(3)</sup>      | Common Stock  | 648                        |
| Restricted Stock Units                     | \$ 0   | 12/02/2006                           |  | M                              | 789   | 12/02/2005 <sup>(4)</sup> 12/02/2009 <sup>(4)</sup>      | Common Stock  | 788                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

Schwerdtman Michael H  
C/O IAC/INTERACTIVECORP  
152 WEST 57TH STREET, 42ND FLOOR  
NEW YORK, NY 10019

SVP & Controller

## Signatures

Joanne Hawkins as Attorney-in-Fact for Michael H.  
Schwerdtman

12/05/2006

\_\_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) Represents shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnotes 3 and 4 below).
- (2) Represents the withholding of shares of IAC Common Stock for the payment of taxes in connection with the vesting of restricted stock units (see footnotes 3 and 4 below).
- (3) The terms of the initial grant provide for vesting in equal installments on the second, third, fourth and fifth anniversaries of the grant date, December 1, 2003.
- (4) The terms of the initial grant provide for vesting in equal installments over five years from the anniversary of the grant date, December 2, 2004.

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.