

BLATT GREGORY R  
Form 4  
December 27, 2010

**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 \*  
BLATT GREGORY R

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)  
C/O  
IAC/INTERACTIVECORP, 555  
WEST 18TH STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/22/2010

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

NEW YORK, NY 10011

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

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 (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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Options to Purchase Common Stock, par value \$0.001	\$ 32	12/22/2010	A		750,000		12/01/2012 <sup>(1)</sup>	12/01/2020 <sup>(1)</sup>	Common Stock, par value \$0.001
Restricted Stock Units	\$ 0	12/22/2010	A		375,000 <sup>(2)</sup>		12/01/2012 <sup>(3)</sup>	12/01/2014 <sup>(3)</sup>	Common Stock, par value \$0.001

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLATT GREGORY R C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011	X		CEO	

## Signatures

Tanya M. Stanich as Attorney-in-Fact for Gregory R. Blatt 12/27/2010

\*\*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 stock options granted on December 22, 2010 pursuant to the Company's 2008 Stock and Annual Incentive Plan, 50% of which vest on December 1, 2012, 25% of which vest on December 1, 2013 and 25% vest on December 1, 2014.  
Represents the maximum number of restricted stock units that could vest pursuant to the terms of the award, which provide that the number of restricted units to be earned and vested on each vesting date will be determined by the ratio of (i) the average of the closing prices of IAC Common Stock for the 20 trading days preceding the applicable vesting date, divided by (ii) the closing price of IAC Common Stock on the grant date; provided, however, that in no event shall the number of restricted stock units ultimately earned and vested over the four year term of the award be less than 125,000 or more than 375,000 in the aggregate.
- (3) Represents restricted stock units granted on December 22, 2010 pursuant to the Company's 2008 Stock and Annual Incentive Plan, 50% of which vest on December 1, 2012, 25% of which vest on December 1, 2013 and 25% vest on December 1, 2014, subject to the satisfaction of certain performance-related conditions.

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.