

Expedia, Inc.
Form 3/A
January 08, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â BREAKWELL SIMON J
(Last) (First) (Middle)

3150 139TH AVENUE SE
(Street)

BELLEVUE, Â WA Â 98005
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/24/2006

3. Issuer Name and Ticker or Trading Symbol
Expedia, Inc. [EXPE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

05/26/2006

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class B Common Stock

0

D

Â

Common Stock

12,179 ⁽¹⁾

D

Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options to Purchase Common Stock ⁽²⁾	Â ⁽³⁾	02/14/2012	Common Stock	12,183	\$ 25.64 ⁽²⁾	D	Â
Options to Purchase Common Stock ⁽²⁾	Â ⁽⁴⁾	07/09/2012	Common Stock	7,951	\$ 13.32 ⁽²⁾	D	Â
Options to Purchase Common Stock ⁽²⁾	Â ⁽⁵⁾	02/07/2013	Common Stock	13,629	\$ 14.5 ⁽²⁾	D	Â
Restricted Stock Units ⁽⁶⁾	Â ⁽⁷⁾	02/07/2007	Common Stock	5,490	\$ ⁽⁸⁾	D	Â
Restricted Stock Units ⁽⁶⁾	Â ⁽⁹⁾	02/04/2009	Common Stock	16,575	\$ ⁽⁸⁾	D	Â
Restricted Stock Units ⁽⁶⁾	02/04/2009 ⁽¹⁰⁾	02/04/2009	Common Stock	73,661	\$ ⁽⁸⁾	D	Â
Restricted Stock Units ⁽⁶⁾	Â ⁽¹¹⁾	02/10/2010	Common Stock	15,068	\$ ⁽⁸⁾	D	Â
Warrants to Purchase Common Stock ⁽¹²⁾ ⁽¹³⁾	08/09/2005	02/04/2009	Common Stock	15,364	\$ 11.56	D	Â
Warrants to Purchase Common Stock ⁽¹²⁾ ⁽¹³⁾	08/09/2005	02/04/2009	Common Stock	1,804	\$ 11.56 ⁽¹⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREAKWELL SIMON J 3150 139TH AVENUE SE BELLEVUE, WA 98005	Â X	Â	Â	Â

Signatures

By: Michael Marron,
Attorney-in-fact

01/08/2007

 Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects corrections to the amount of common stock held by Mr. Breakwell reported in his initial Form 3, filed May 26, 2006.

(2) Represents options to purchase common stock initially granted under IAC/InterActiveCorp (IAC) employee benefit plans that were adjusted in the spin-off by IAC of Expedia, Inc. (Expedia) which was completed on August 9, 2005 (the Spin-Off) into options to purchase Expedia common stock, under the Expedia 2005 Stock and Annual Incentive Plan.

(3) Options became fully exercisable prior to May 24, 2006.

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- (4) Options for 4,770 shares are exercisable as of May 24, 2006, options for 1,589 additional shares are exercisable June 9, 2006 and options for 1,592 additional shares are exercisable July 9, 2006.

- (5) Options for approximately 3,407 shares are exercisable as of May 24, 2006, options for approximately 1,135 additional shares are exercisable June 7, 2006 and options for approximately 1,135 additional shares are exercisable monthly thereafter until the options are fully exercisable February 7, 2007.

- (6) Represents Restricted Stock Units (RSUs) of Expedia received in connection with the Spin-Off. In connection with the Spin-Off, the reporting person's RSUs of IAC common stock were adjusted into RSUs of Expedia common stock. The vesting schedules below reflect vesting dates remaining following the Spin-Off.

- (7) RSUs for 2,745 shares vest on each of February 7, 2007 and February 8, 2008.

- (8) None.

- (9) RSUs for approximately 5,524 shares vest on each of February 4, 2007, February 4, 2008 and February 4, 2009.

- (10) RSUs vest in full on such date subject to the satisfaction of certain performance-related conditions.

- (11) RSUs for approximately 3,766 shares vest on each of February 10, 2007, February 10, 2008, February 10, 2009 and February 10, 2010.

- (12) Each warrant may be exercised for 0.969375 shares of Expedia common stock.

- (13) Reflects a correction to the amount of underlying Expedia common stock.

- (14) Reflects corrected exercise price.

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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