Schwerdtman Michael H Form 4 October 01, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

	Address of Reporting an Michael H	Symbo	suer Name and Ticker or Trading ol INTERACTIVECORP [IACI]	5. Relationship of Reporting Person(s) to Issuer			
(M			e of Earliest Transaction h/Day/Year) 0/2010	(Check all applicable) Director 10% Owner Officer (give title Other (specify below) SVP & Controller			
NEW YOR	(Street) K, NY 10011		mendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, i any (Month/Day/Yea	Code (Instr. 3, 4 and 5)	O) Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Stock, par value \$0.001 (1)	09/29/2010		M ₍₁₎ 9,058 A \$0	9,082 D			
Common Stock, par	09/29/2010		F ⁽²⁾ 3 470 D \$	5.612 D			

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

 $F^{(2)}_{-}$

3,470 D

5,612

D

09/29/2010

value \$0.001 (1)

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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 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. Transactio Code (Instr. 8)	5. Number omf 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Restricted Stock Units (1)	\$ 0	09/29/2010		M <u>(1)</u>	9,058	3 09/29/2010 <u>(3)</u>	09/29/2010(3)	Common Stock, par value \$0.001	9,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schwerdtman Michael H C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011

SVP & Controller

Signatures

Tanya M. Stanich as Attorney-in-Fact for Michael H. Schwerdtman

10/01/2010

**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 shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnote 3 below).
- (2) Represents the withholding of shares of IAC common stock to cover the payment of taxes in connection with the vesting of restricted stock units
- (3) The terms of the award provide for vesting in one lump sum installment on the fifth anniversary of the grant date, September 29, 2005. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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