

Kip Jeffrey W  
 Form 4  
 March 16, 2012

**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 \*  
 Kip Jeffrey W

(Last) (First) (Middle)

C/O  
 IAC/INTERACTIVECORP, 555  
 WEST 18TH STREET

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/14/2012

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)  
 CFO

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)		
				(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
Restricted Stock Units <sup>(1)</sup>	\$ 0	03/14/2012	A		20,000		03/14/2013 <sup>(1)</sup>	03/14/2013 <sup>(1)</sup>	Common Stock, par value \$0.001
Options to purchase Common Stock, par value \$0.001 <sup>(2)</sup>	\$ 49.1	03/14/2012	A		150,000		03/14/2014 <sup>(2)</sup>	03/14/2022	Common Stock, par value \$0.001
Options to purchase Common Stock, par value \$0.001 <sup>(2)</sup>	\$ 60	03/14/2012	A		50,000		03/14/2014 <sup>(2)</sup>	03/14/2022 <sup>(2)</sup>	Common Stock, par value \$0.001

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kip Jeffrey W C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			CFO	

## Signatures

Tanya M. Stanich as Attorney-in-Fact for Jeffrey W. Kip 03/16/2012

\*\*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 restricted stock units granted under the Company's 2008 Stock and Annual Incentive Plan, which vest in one lump sum installment on March 14, 2013.
- (2) Represents stock options granted under the Company's 2008 Stock and Annual Incentive Plan, which vest in three equal installments on March 14, 2014, March 14, 2015 and March 14, 2016.

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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