

LENDINGTREE INC
Form 4
December 24, 2002

FORM 4

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

OMB APPROVAL

☐ 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**

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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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol LENDINGTREE, INC. "TREE"				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Flemma, Jr. Robert J. (Last) (First) (Middle) 11115 Rushmore Drive (Street) Charlotte, NC 28277			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year 12/20/02		
							5. If Amendment, Date of Original (Month/Day/Year)		
(City) (State) (Zip)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock							25,000	D	N/A

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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. Conver- sion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Owner- ship Form of Deriv- ative Security:	11. Natu- of Indire- Beneficia- Ownership (Instr. 4)
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			Year)			of (D) (Instr. 3, 4 & 5)					Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)			
				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date					Title	Amount or Number of Shares
Options	\$13.18	12/20/02		A	V	23,384		(1)	12/20/12	Common Stock	23,384		23,384	D	N/A
Options	\$13.18	12/20/02		A	V	1,616		(2)	12/20/12	Common Stock	1,616		1,616	D	N/A

Explanation of Responses:

(1) The options vest at 6,250 shares each year for the first three years on December 20, 2003, 2004 and 2005, and at 4,634 shares on December 20, 2006.

(2) The options vest in full at 1,616 shares on December 20, 2006.

By: /s/ **Robert J. Flemma, Jr.**

12.20/02

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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