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LENDINGTREE INC

Form 4

January 02, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 **OMB APPROVAL**

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					me and Tio		Per	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 11115 Rushmore Drive				rting	entification g Person, (voluntary)	- 1 - 1 - 1 - 1		tement for h/Day/Year /02	109 X (Director			
										and ntroller			
	(Street)							Amendment,			oint/Group Filing		
Charlotte, NC 28277								Date of Original (Month/Day/Year)		(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	1	abl	e I Non-l	Deriva	tive Secu	rities Acquired, I	Disposed	d of, or Benef	icially Owned		
1. Title of Security (Instr. 3)	3. Trans- action dr Disposed of (D) Code (Instr. 3, 4 & 5)					5. Amount of Securities Beneficially Owned Follow-		6. Owner- 7. Nature of ship Form: Indirect Direct (D) Beneficial or Indirect (I) Ownership					
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)	(Instr. 4)		
Common Stock <u>(1)</u>	12/31/02		P	V	2,137	A	\$4.8025		11,479	D	N/A		

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

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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)

		,	- 0 / I								
1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	(Medonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securiti	(Xear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	
		Day/	Day/	8)	(A) or				Reported	Security:	

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

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Year)	Year)			Dispof (Ins 3, 4	D) tr.	d				Direct (D) or Indirect (I) (Instr. 4)	
		Code	V	(A)		Exer-cisable		Amount or Number of Shares			

Explanation of Responses:

(1) Shares of common stock acquired through an Employee Stock Purchase Plan in a transaction exempt under Rule 16b-3(c).

By: /s/ Matthew A. Packey

12/31/02

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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