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LENDINGTREE INC

Form 4

January 21, 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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> Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Add Packey Matthew			me and Tic		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle)				rting	ntification I Person, voluntary)	Number	Moi	tatement for nth/Day/Year 17/03	10 X	Director 10% Owner X Officer (give title below) Other (specify below)			
										<u>P and</u> ontroller			
	(Street)							Amendment,	7. Individual or Joint/Group Filing				
							Date	e of Original	(C	heck Applicab	le Line)		
Charlotte, NC 2	8277							onth/Day/Year)		X Form filed by One Reporting			
,									F -	Person			
											More than One		
										porting Person			
(City)	(State)	Zip)	T	able	I Non-D	erivati	Dispose	Disposed of, or Beneficially Owned					
1. Title of	2. Trans-	2A. Deemed	3. Trans	S-	4. Securitie	es Acqu	ired	5. Amount of		6. Owner-	7. Nature of		
Security	action	Execution	action C	Code	(A) or Disp	osed o	f (D)	Securities		ship Form: Indirect			
(Instr. 3)	Date	Date,	(Instr. 8)	(Instr. 3, 4	& 5)		Beneficially		Direct (D)	Beneficial		
	(Month/ Day/	if any	Code	V	Amount	(A)	Price	Owned Follow-		or Indirect (I)	Ownership		
	Year)	(Month/Day/	Į į			or		ing Reported		(Instr. 4)	(Instr. 4)		
		Year)				(D)		Transactions(s)					
						, ,		(Instr. 3 & 4)					
Common Stock									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)

(e.g., pars) cans, warrants, options, convertible securities,												
tle of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature	
vative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect	
rity	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial	
	Price of		Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership	
r. 3)	Derivative	(Month/	if any		Securities	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)	
	Security	-	(Month/	(Instr.	Acquired				Following	ative		
		Year)	Day/	8)	(A) or				Reported	Security:		
	vative rity	vative sion or Exercise Price of Derivative Security	cle of 2. Conversion or action Exercise Price of Derivative Security Day/	cle of 2. Conver- 3. Trans- 3A. Deemed rity Exercise Date Execution Date, if any Security Day/ (Month/	cle of 2. Conver- 3. Trans- 3A. 4. Arative sion or action Deemed Exercise Date Execution Date, Code if any Security Day/ (Month/ (Instr. Native Label) (Mont	cle of 2. Conver- 3. Trans- 3A. 4. 5. Number rity Exercise Price of Derivative (Month/ Security Day/ (Month/ (Instr. Acquired)	cle of 2. Conver- 3. Trans- 3A. 4. 5. 6. Date Exercisable vative sion or action Deemed Trans- action Date Execution Date Date, Code Derivative (Month/Day/Security Day/ (Month/ (Instr. Acquired))	cle of 2. Conver- 3. Trans- 3A. 4. 5. 6. Date Exercisable and Expiration Date Exercise Date Execution Date, Code Derivative (Month/Day/ Securities Securities Securities Pay) (Month/ (Instr. Acquired Security Day/ Month/ (Instr. Acquired Securities Securities Security Day/ Month/ (Instr. Acquired Securities	cle of 2. Conver- 3. Trans- 3A. 4. 5. Amount of vative sion or action Deemed Trans- action Date Exercise Date Execution Date, Code Derivative (Month/Day/ Securities Securities Year) 1. Title and Amount of Derivative Monunt of Date Underlying Security (Instr. 5) 2. Conver- 3. Trans- 3A. 4. 5. Amount of Derivative of Date Underlying Security Securities (Instr. 5) 3. Trans- 3A. 4. 5. Amount of Derivative Month/Day/ Securities (Instr. 5)	cle of 2. Conver- 3. Trans- 3A. 4. 5. 6. Date Exercisable and Expiration Date Exercise Date Execution Date, Code Derivative (Month/Day/ Security Day/ (Month/ (Instr. Acquired Security Security Day/ Month/ (Instr. Acquired Security Securi	cle of 2. Conver- 3. Trans- 3A. 4. 5. 6. Date Exercisable 7. Title and 2. Security Exercise Date Execution Date, Code Derivative (Month/Day/ Security Day/ (Month/ (Instr. Acquired Privative Day/ Month/ (Instr. Acquired Privative Date) Price of Security Day/ (Month/ (Instr. Acquired Privative Date) Price of Security S	

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

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			Year)			Disposed of (D) (Instr. 3, 4 & 5)							Direct (D) or Indirect (I)	
			Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares		(Instr. 4)		
Options	\$14.13	01/17/03		A		2,750		01/17/04		Common Stock	2,750	2,750	D	N/A
Options	\$14.13	01/17/03		A		8,250		(1)		Common Stock	8,250	8,250	D	N/A

Explanation of Responses:

(1) The options vest equally at 2,750 shares each year on January 17, 2005, 2006 and 2007.

By: /s/ Matthew A. Packey

01/17/03

Date

**Signature of Reporting Person

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