

BRONFMAN EDGAR JR
Form 4
June 17, 2011

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 *
BRONFMAN EDGAR JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
75 ROCKEFELLER PLAZA, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 06/15/2011 | | A ⁽¹⁾ | 8,662 A \$ 0 | 57,707 ⁽²⁾ | D | |
| Common Stock, par value \$0.001 | | | | | 5,375 | I | By IRA |
| Common Stock, par value \$0.001 | | | | | 2,125 ⁽³⁾ | I | As custodian for minor children |

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

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(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. Transaction Code (Instr. 8) | 5. Number of 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 06/15/2011 | | M ⁽¹⁾ | 5,115 | 06/15/2010 ⁽⁴⁾ 06/15/2012 ⁽⁴⁾ | Common Stock |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 06/15/2011 | | M ⁽¹⁾ | 3,547 | 06/15/2011 ⁽⁵⁾ 06/15/2013 ⁽⁵⁾ | Common Stock |
| Restricted Stock Units | \$ 0 | 06/16/2011 | | A | 7,179 | 06/16/2012 ⁽⁶⁾ 06/16/2014 ⁽⁶⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRONFMAN EDGAR JR 75 ROCKEFELLER PLAZA 30TH FLOOR NEW YORK, NY 10019 | X | | | |

Signatures

Joanne Hawkins as Attorney-in-Fact for Edgar Bronfman Jr. 06/17/2011

**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).

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- (1) Represents shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnotes 4 and 5) below.
- (2) Includes (i) 40,479 shares of IAC Common Stock held directly by the reporting person and (ii) 17,228 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of this report.
- (3) The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.
- (4) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2009.
- (5) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2010.
- (6) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 16, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.