

MCINERNEY THOMAS
Form 4
November 09, 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 *
MCINERNEY THOMAS

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

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

(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 10011

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001	11/07/2011		M ⁽¹⁾		100,000	A	\$ 16.28
Common Stock, par value \$0.001	11/07/2011		S		100,000	D	\$ 43.05 (2)
Common Stock, par value	11/08/2011		M ⁽³⁾		150,000	A	\$ 16.28

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\$0.001								
Common Stock, par value \$0.001	11/08/2011	M ⁽³⁾	143,229	A	\$ 20.08	534,071	D	
Common Stock, par value \$0.001	11/08/2011	M ⁽³⁾	87,500	A	\$ 21.6	621,571	D	
Common Stock, par value \$0.001	11/08/2011	M ⁽³⁾	143,229	A	\$ 22.7	764,800	D	
Common Stock, par value \$0.001	11/08/2011	M ⁽³⁾	143,228	A	\$ 25.31	908,028	D	
Common Stock, par value \$0.001	11/08/2011	D ⁽⁴⁾	667,186	D	\$ 42.6	240,842	D	
Common Stock, par value \$0.001	11/08/2011	M ⁽³⁾	14,023	A	\$ 28.92	254,865	D	
Common Stock, par value \$0.001	11/08/2011	D ⁽⁴⁾	14,023	D	\$ 42.81	240,842	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number

								Shares
Options to Purchase Common Stock	\$ 16.28	11/07/2011	M	100,000	12/17/2009	12/17/2018	Common Stock, par value \$0.001	100,000
Options to Purchase Common Stock	\$ 16.28	11/08/2011	M	150,000	12/17/2009	12/17/2018	Common Stock, par value \$0.001	150,000
Options to Purchase Common Stock	\$ 20.08	11/08/2011	M	143,229	01/31/2009	04/09/2018	Common Stock, par value \$0.001	143,229
Options to Purchase Common Stock	\$ 21.6	11/08/2011	M	87,500	02/16/2011	02/16/2020	Common Stock, par value \$0.001	87,500
Options to Purchase Common Stock	\$ 22.7	11/08/2011	M	143,229	01/31/2009	04/09/2018	Common Stock, par value \$0.001	143,229
Options to Purchase Common Stock	\$ 25.31	11/08/2011	M	143,228	01/31/2009	04/09/2018	Common Stock, par value \$0.001	143,228
Options to Purchase Common Stock	\$ 28.92	11/08/2011	M	14,023	03/19/2013	03/19/2012	Common Stock, par value \$0.001	14,023

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCINERNEY THOMAS C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			EVP & CFO	

Signatures

Tanya M. Stanich as Attorney-in-Fact for Thomas
McInerney

11/09/2011

__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).

(1) Reflects shares of IAC common stock acquired upon the exercise of stock options.

The price reflects a weighted average of sales made in the open market at prices ranging from \$42.75 to \$43.83. The reporting person
(2) agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.

(3) Reflects shares of IAC common stock acquired upon the exercise of stock options that were ultimately settled in cash (see footnote 4 below).

(4) Reflects shares acquired from the reporting person by the issuer for cash at a price per share determined by reference to the applicable plan governing the related stock options.

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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