

Lourd Bryan
Form 4
June 19, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lourd Bryan

(Last) (First) (Middle)

9830 WILSHIRE BLVD

(Street)

BEVERLY HILLS, CA 90212-1825

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IAC/INTERACTIVECORP [IACI]

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

06/15/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ 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. 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 Ownership (Instr. 4)
Common Stock, par value \$0.001 ⁽¹⁾	06/15/2012		M ⁽¹⁾	8,663 A \$ 0	47,723	D	
Common Stock, par value \$0.001 ⁽¹⁾	06/16/2012		M ⁽¹⁾	2,393 A \$ 0	50,116 ⁽²⁾	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
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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 0	06/15/2012		M ⁽¹⁾	5,116	06/15/2010 ⁽³⁾ 06/15/2012 ⁽³⁾	Common Stock, par value \$0.001 5,116
Restricted Stock Units ⁽¹⁾	\$ 0	06/15/2012		M ⁽¹⁾	3,547	06/15/2011 ⁽⁴⁾ 06/15/2013 ⁽⁴⁾	Common Stock, par value \$0.001 3,547
Restricted Stock Units ⁽¹⁾	\$ 0	06/16/2012		M ⁽¹⁾	2,393	06/16/2012 ⁽⁵⁾ 06/16/2014 ⁽⁵⁾	Common Stock, par value \$0.001 2,393

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lourd Bryan 9830 WILSHIRE BLVD BEVERLY HILLS, CA 90212-1825	X			

Signatures

Tanya M. Stanich as Attorney-in-Fact for Bryan Lourd 06/19/2012

 **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) Represents shares of IAC common stock acquired upon the vesting of restricted stock units see footnotes 3, 4 and 5 below).
- (2) Includes (i) 33,429 shares of IAC Common Stock held directly by the reporting person and (ii) 16,687 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of the filing of this report.
- (3) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2009.
- (4) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2010.
- (5) 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.

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