

IAC/INTERACTIVECORP  
 Form 3  
 December 10, 2004

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

\*  
 ^ Schwardtman Michael H  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 12/02/2004

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer \_\_\_ Other  
 (give title below) (specify below)  
 VP & Controller

C/O  
 IAC/INTERACTIVECORP, ^ 152  
 WEST 57TH STREET, 42ND  
 FLOOR  
 (Street)

NEW YORK, ^ NY ^ 10019  
 (City) (State) (Zip)

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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	12/01/2005 <sup>(1)</sup>	12/01/2008 <sup>(1)</sup>	Common Stock	2,881	\$ 0	D	Â
Restricted Stock Units	02/04/2005 <sup>(2)</sup>	02/04/2009 <sup>(2)</sup>	Common Stock	1,637	\$ 0	D	Â
Restricted Stock Units	12/02/2005 <sup>(2)</sup>	12/02/2009 <sup>(2)</sup>	Common Stock	4,382	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwerdtman Michael H C/O IAC/INTERACTIVECORP 152 WEST 57TH STREET, 42ND FLOOR NEW YORK, NY 10019	Â	Â	Â VP & Controller	Â

## Signatures

Michael H.  
Schwerdtman

12/09/2004

    Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock units acquired pursuant to the Company's 2000 Stock and Annual Incentive Plan, 25% of which vest on each of the second, third, fourth and fifth anniversaries of the date of grant.
- (2) Represents restricted stock units acquired pursuant to the Company's 2000 Stock and Annual Incentive Plan, which vest in equal installments over five years.

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.