

Schwerdtman Michael H
 Form 4
 December 05, 2005

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 *
 Schwerdtman Michael H

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)
 12/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Controller

C/O
 IAC/INTERACTIVECORP, 152
 WEST 57TH STREET, 42ND
 FLOOR

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.001 ⁽¹⁾	12/01/2005		M ⁽¹⁾		648 A \$ 0 744	D	
Common Stock, par value \$0.001	12/01/2005		F ⁽²⁾		230 D \$ 27.73 514	D	
Common Stock, par	12/02/2005		M ⁽¹⁾		788 A \$ 0 1,302	D	

value
\$0.001 ⁽¹⁾

Common
Stock, par
value 12/02/2005 F⁽²⁾ 274 D \$ 28.02 1,028 D
\$0.001

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/01/2005		M	648	12/01/2005 ⁽³⁾ 12/01/2008 ⁽³⁾	Common Stock	648
Restricted Stock Units	\$ 0	12/02/2005		M	788	12/02/2005 ⁽⁴⁾ 12/02/2009 ⁽⁴⁾	Common Stock	788

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			SVP & Controller	

Signatures

Joanne Hawkins as Attorney-in-Fact for Michael H.
Schwerdtman

12/05/2005

__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 and 4 below).
- (2) Represents the withholding of shares of IAC Common Stock for the payment of taxes in connection with the vesting of restricted stock units (see footnotes 3 and 4 below).
- (3) The terms of the initial grant provide for vesting in equal installments on the second, third, fourth and fifth anniversaries of the grant date, December 1, 2003.
- (4) The terms of the initial grant provide for vesting in equal installments over five years from the anniversary of the grant date, December 2, 2004.

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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