

KEOUGH DONALD R /NY
Form 4
June 16, 2009

FORM 4

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

OMB APPROVAL

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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 *
KEOUGH DONALD R /NY

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)
711 FIFTH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2009

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

NEW YORK, NY 10022

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

(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)
Common Stock, par value \$0.001 ⁽¹⁾	06/13/2009		A ⁽¹⁾	2,865 A \$ 0	80,543 ⁽²⁾	D	
Common Stock, par value \$0.001					500 ⁽³⁾	I	By spouse

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

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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 Underlying Security (Instr. 3 and 4)
Restricted Stock Units ⁽⁴⁾	\$ 0	06/13/2009		M	2,865	06/13/2008 ⁽⁴⁾ 06/13/2010 ⁽⁴⁾	Common Stock, par value \$0.001
Restricted Stock Units ⁽⁵⁾	\$ 0	06/15/2009		A	15,346	06/15/2010 ⁽⁵⁾ 06/15/2012 ⁽⁵⁾	Common Stock, par value \$0.001

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEOUGH DONALD R /NY 711 FIFTH AVENUE NEW YORK, NY 10022		X		

Signatures

Joanne Hawkins as Attorney-in-Fact for Donald Keough
 Date: 06/16/2009

**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 footnote 4 below).
- (2) Includes (i) 63,412 shares of IAC Common Stock and (ii) 17,131 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 the initial award provide for vesting in equal installments on the anniversary of the grant date, June 13, 2007.
- (5) Reflects a grant of restricted stock units pursuant to the Company's 2008 Stock & Annual Incentive Plan, which grant vests in equal installments over three years on the anniversary of the grant date, June 15, 2009.

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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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