

HARRIS ROBERT L  
Form 4/A  
February 17, 2009

**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 \*  
HARRIS ROBERT L

2. Issuer Name and Ticker or Trading Symbol  
Tree.com, Inc. [TREE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
11115 RUSHMORE DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/20/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, LendingTree

CHARLOTTE, NC 28277  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/22/2008

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/20/2008		J(1)		646	A	\$ 0 646
Common Stock	08/20/2008		F(2)		11	D	\$ 0 635

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.**

SEC 1474 (9-02)



## 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).

- Reflects the acquisition of common stock, par value \$0.01, of Tree.com, Inc. ("Tree.com") in connection with the spin-off by IAC/InterActiveCorp ("IAC") of Tree.com (the "Spin-off"), which was completed following the close of the market on August 20, 2008.
- (1) The distribution of Tree.com common stock was effected by way of a dividend, pursuant to which holders of IAC common stock on August 11, 2008 received one-thirtieth of one share of Tree.com common stock for every share of IAC common stock held.
  - (2) Represents the withholding of shares of Tree.com common stock to cover the payment of taxes in connection with the settlement of restricted stock units. No shares of Tree.com common stock were sold in connection with this settlement and related withholding.  
  
In connection with the Spin-off, options to purchase IAC common stock granted prior to December 31, 2007 were converted into options to purchase common stock of each of IAC, HSN, ILG, Ticketmaster and Tree.com, with adjustments (to maintain pre- and post-Spin-off values) to the number of shares of common stock underlying each option and the per share exercise prices to reflect the Spin-off and reverse stock split. The post-conversion stock options have the same vesting and other applicable terms and conditions as such stock options had immediately prior to the Spin-off. Reflects the receipt of options to purchase Tree.com common stock in connection with the adjustment described immediately above.
  - (3) Each restricted stock unit represents a contingent right to receive one share of Tree.com common stock.
  - (4) These restricted stock units vest in full on February 6, 2011.
  - (5) These restricted stock units vest in full on February 16, 2010.
  - (6) These restricted stock units vest in full on May 14, 2010.
  - (7) These restricted stock units vest in three equal annual installments beginning on February 16, 2010.
  - (8) These restricted stock units vest in three equal annual installments beginning on February 16, 2010.

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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