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EXPEDIA INC Form 4 February 11, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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> Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Add BRITTON MAR			e and Ticko NC. (EXPE		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 13810 S.E. EAST SUITE 400						atement for th/Day/Year 7/03	10 X	Director			
								enior Vice Pre eneral Couns			
	(Street)						5. If	Amendment,	7.	Individual or .	Joint/Group Filing
BELLEVUE, W.						Date of Original (Month/Day/Year)		(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zi	p)	Tal	ole I	Non-De	rivativ	Secu	rities Acquired, D	ispose	d of, or Benef	icially Owned
1. Title of Security (Instr. 3)	Date	2A. Deemed Execution Date, if any	3. Trans- action Code (Instr. 8)		4. Securities Acqu (A) or Disposed of (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)	(Instr. 4)
COMMON STOCK	02/07/03		A		3,022	A			3,022	D	

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., nuts, calls, warrants, ontions, convertible securities)

(e.g., puts, cans, warrants, options, convertible securities)												
. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature	
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect	
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial	
ļ	Price of	Date	Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership	
Instr. 3)	Derivative	1 '	if any	1 '	Securities	Year)	(Instr. 3 & 4)	1 '	Owned	of Deriv-	(Instr. 4)	
ļ	Security	(Month/	(Month/	(Instr.	Acquired			1 '	Following	ative	1	
,	1 '	Day/	Day/	8)	(A) or			1	Reported	Security:		
3	Derivative ecurity Instr. 3)	Derivative sion or ecurity Exercise Price of Derivative Security	. Title of 2. Conver-3. Perivative sion or Exercise action Price of Date Instr. 3) Derivative Security (Month/	Title of 2. Conver- 3. 3A. Deemed action Execution Price of Derivative Security (Month/ (Month/)	Title of 2. Conver- 3. 3A. 4. Deemed Transecurity Exercise action Date, Code Instr. 3) Derivative Security (Month/ (Month/ (Instr. 2007))	Title of 2. Conver- 3. 3A. 4. 5. Perivative sion or Execution Execution Price of Date Date, Security Security (Month/ (Month/ (Instr. Acquired)	Title of 2. Conver- 3. 3A. 4. 5. 6. Date Exercisable and Expiration Decervative Exercise action Execution action of Date Price of Date Date, Code Derivative Security (Month/ (Month/ (Instr. Acquired))	Title of 2. Conver- 3. 3A. 4. 5. 6. Date Exercisable Amount of Derivative Exercise action Execution Price of Date Date, Code Derivative Security (Month/ (Month/ (Instr. Acquired)) Trans- Deemed Trans- Number and Expiration Amount of Date Underlying Securities Securities Year) Title of 2. Conver- 3. 3A. 4. 5. 6. Date Exercisable Amount of Date Underlying Securities Year) Trans- Deemed Trans- Number and Expiration Amount of Underlying Securities Year) Title and Amount of Underlying Securities Year) Title and Amount of Underlying Securities Year)	Title of 2. Conver- 3. 3A. 4. 5. Acquired 5. Date Exercisable 7. Title and 8. Price of Derivative Science action Price of Date Date, Code Derivative Security Security (Month/ (Month/ (Instr. 3)) Derivative Security (Month/ (Month/ (Instr. 4)) Code Security (Month/ (Instr. 4)) Code Security (Month/ (Instr. 4)) Code Security (Instr. 3 & 4)	Title of 2. Conver- 3. 3A. 4. 5. 6. Date Exercisable and Expiration Amount of Derivative Security Exercise action Price of Date Date, Instr. 3) Derivative Security (Month/ Month/ Month/ Month/ Month/ (Instr. Acquired Security Securites Security Month/ Mo	Title of 2. Conver- 3. 3A. 4. 5. 6. Date Exercisable 7. Title and Sion or Trans- Security Exercise action Execution action of Price of Date Date, Code Derivative (Month/Day/ Securities Price) Following Security (Month/ (Month/ (Instr. Acquired)) Security (Month/ (Instr. Acquired)) Respectively (Month/ (Instr. Acquired)) Respectively (Month/ (Instr. Acquired)) Respectively (Instr. 3 & 4) 8. Price of Price of Derivative Derivative Derivative Security Securities Security Securities (Instr. 5) Beneficially Form Owned of Derivative Security (Instr. 5) Security Security Security Securities (Instr. 5) Security Securities Security Securities Security Securities Security Securities Security Securities Security Securities Securities Security Securities Securities Securities Securities Securities Security Securities Securit	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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		Year)	Year)		of (str. 3,						Transaction(s) (Instr. 4)	Direct (D) or Indirect (I)	
				Code '		(D)	Exer-cisable	Expira- tion Date		Amount or Number of Shares			(Instr. 4)	
Options (Right to Buy)	\$63.20			A		7,500	(1)		Common Stock	7,500	\$63.20	7,500	D	

Explanation of Responses:

(1) This option becomes exercisable with 25% of the shares vesting on 02/07/04 and 2.08% of the shares vesting monthly thereafter, being fully vested on 02/07/07.

By: /s/ Mark S. Britton

02/07/03

Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).