

Tree.com, Inc.
Form 4
August 22, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS ROBERT L

(Last) (First) (Middle)

11115 RUSHMORE DRIVE

(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Pres., Lending Tree Exchange

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 08/20/2008 | | J ⁽¹⁾ | | 655 | A | \$ 0 655 |
| | | | | | | D | |

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
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|---|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units <u>(2)</u> | \$ 0 | | | | | | | 02/16/2008 | 02/16/2012 | Common Stock, par value \$0.01 | 3,573 |
| Restricted Stock Units <u>(3)</u> | \$ 0 | | | | | | | 02/06/2011 | 02/06/2011 | Common Stock, par value \$0.01 | 17,408 |
| Restricted Stock Units <u>(3)</u> <u>(4)</u> | \$ 0 | 08/20/2008 | | J | | 12,243 | | 02/16/2010 | 02/16/2010 | Common Stock, par value \$0.01 | 12,244 |
| Restricted Stock Units <u>(3)</u> <u>(4)</u> | \$ 0 | 08/20/2008 | | J | | 9,137 | | 06/18/2010 | 06/18/2010 | Common Stock, par value \$0.01 | 9,137 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| HARRIS ROBERT L 11115 RUSHMORE DRIVE CHARLOTTE, NC 28277 | Pres., Lending Tree Exchange |

Signatures

Tanya Stanich as Attorney-in-Fact for Robert L. Harris 08/22/2008

____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) Reflects the acquisition of common stock, par value \$0.01, of Tree.com ("Tree.com") in connection with the spin-off by IAC/InterActiveCorp ("IAC") of Tree.com, which was completed following the close of the market on August 20, 2008. 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

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received one-thirtieth of one share of Tree.com common stock for every one share of IAC common stock held.

- (2) Reflects the receipt of Tree.com restricted stock units in respect of previously granted IAC restricted stock units in connection with the Spin-Off, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of common stock underlying such restricted stock units, to reflect the Spin-Off and Reverse Stock Split. These previously granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split.

- (3) In connection with the Spin-Off, these previously granted restricted stock units were converted into restricted stock units of each of IAC, HSN, ILG, TM and Tree.com, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of common stock underlying such restricted stock units to reflect the Spin-Off and Reverse Stock Split. These previously granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split. Reflects the receipt of Tree.com restricted stock units in connection with the adjustment described immediately above.
- (4) Also reflects an amendment made to the terms of previously granted performance-based restricted stock units in contemplation of the Spin-Off to fix the number of shares of common stock subject to the award and remove the performance conditions.

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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