KEOUGH DONALD R /NY

Form 4

February 15, 2011

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * KEOUGH DONALD R /NY | | | uer Name and Ticker or Trading l | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|--|-----------------|--|--|--|--|
| (I+) | (E:t) | | NTERACTIVECORP [IACI] | (Check all applicable) | | |
| (Last) | (First) (| | of Earliest Transaction | | | |
| 711 FIFTH | AVENUE | (Mont) 02/11 | /Day/Year) /2011 | _X_ Director 10% Owner Officer (give title Other (specify below) below) | | |
| | (Street) | | mendment, Date Original fonth/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| NEW YOR | RK, NY 10022 | | | Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) Ta | able I - Non-Derivative Securities A | cquired, Disposed of, or Beneficially Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | | Code (Instr. 3, 4 and 5) | O) Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) | | |

1.249 A

1,249

 $M_{\underline{-}}^{(1)}$

 $M^{(1)}$

D

107,804 (2) D

106,555

500 <u>(3)</u> I

\$0.001 (1) Common

Common Stock, par

value \$0.001 (1) Common Stock, par

value

02/11/2011

02/11/2011

Stock, par value

\$0.001 (3)

By spouse

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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)

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. Transactic Code (Instr. 8) | 5. Number proof 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 Amoun Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|--|--|--|-----------------------|---|-----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Share |
| Options to purchase Common Stock (4) | \$ 24.99 | 02/11/2011 | | M | 1,249 | 08/20/2008(4) | 05/02/2011(4) | Common Stock, par value \$0.001 | 1,24 |
| Options to purchase Common Stock (5) | \$ 24.42 | 02/11/2011 | | M | 1,249 | 08/20/2008(5) | 05/30/2011 <u>(5)</u> | Common Stock, par value \$0.001 | 1,24 |

Reporting Owners

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

Signatures

| Joanne Hawkins as Attorney-in-Fact for Donald | |
|---|------------|
| Keough | 02/15/2011 |
| **Signature of Reporting Person | Date |

Reporting Owners 2

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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 exercise of stock options (see footnotes 4 and 5 below).
- (2) Includes (i) 86,232 shares of IAC Common Stock and (ii) 21,572 share units accrued under the Non-Employee Director Deferred Compensation Plan as of December 31, 2010.
- (3) The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.
- (4) Represents vested stock options that expire on May 2, 2011.
- (5) Represents vested stock options that expire on May 30, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.