BLATT GREGORY R

Form 4

December 27, 2010

Check this box

if no longer

subject to

Section 16.

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

OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

SECURITIES

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BLATT GREGORY R**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

IAC/INTERACTIVECORP [IACI]

(Check all applicable)

(Last)

C/O

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 12/22/2010

X_ Director 10% Owner X_ Officer (give title Other (specify

> below) **CEO**

IAC/INTERACTIVECORP, 555 **WEST 18TH STREET**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10011

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Following Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and Expiration Date

7. Title and Am Underlying Sec

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title A
Options to Purchase Common Stock, par value \$0.001	\$ 32	12/22/2010		A	750,000	12/01/2012(1)	12/01/2020(1)	Common Stock, par value \$0.001
Restricted Stock Units	\$ 0	12/22/2010		A	375,000 (2)	12/01/2012(3)	12/01/2014(3)	Common Stock, par 3 value \$0.001

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
BLATT GREGORY R					
C/O IAC/INTERACTIVECORP	X		CEO		
555 WEST 18TH STREET	Λ		CLO		
NEW YORK, NY 10011					

Signatures

Tanya M. Stanich as Attorney-in-Fact for Gregory R.

Blatt

**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 stock options granted on December 22, 2010 pursuant to the Company's 2008 Stock and Annual Incentive Plan, 50% of which vest on December 1, 2012, 25% of which vest on December 1, 2013 and 25% vest on December 1, 2014.
 - Represents the maximum number of restricted stock units that could vest pursuant to the terms of the award, which provide that the number of restricted units to be earned and vested on each vesting date will be determined by the ratio of (i) the average of the closing
- (2) prices of IAC Common Stock for the 20 trading days preceding the applicable vesting date, divided by (ii) the closing price of IAC Common Stock on the grant date; provided, however, that in no event shall the number of restricted stock units ultimately earned and vested over the four year term of the award be less than 125,000 or more than 375,000 in the aggregate.
- Represents restricted stock units granted on December 22, 2010 pursuant to the Company's 2008 Stock and Annual Incentive Plan, 50% (3) of which vest on December 1, 2012, 25% of which vest on December 1, 2013 and 25% vest on December 1, 2014, subject to the satisfaction of certain performance-related conditions.

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.

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