KEOUGH DONALD R /NY

Form 4 June 19, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31,

Expires: Estimated average

5. Relationship of Reporting Person(s) to

500 (3)

I

2005

burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

Stock, par

value \$0.001 (3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

KEOUGH DONALD R /NY		Symbol				Issuer				
			IAC/IN7	IAC/INTERACTIVECORP [IACI]				(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	insaction			(Check an applicable)		
				(Month/Day/Year)				_X_ Director		6 Owner
711 FIFTH	AVENUE		06/15/20)12				below)	ve title Oth below)	er (specify
(Street)			4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
			Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person		
NEW YORK, NY 10022							Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execut any	eemed ion Date, if n/Day/Year)	3. Transaction Code (Instr. 8)	4. SecurionAcquirec Disposec (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	Price	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)
Stock, par value \$0.001 (1)	06/15/2012			M <u>(1)</u>	8,663	A \$	60	132,438	D	
Common Stock, par value \$0.001 (1)	06/16/2012			M <u>(1)</u>	2,393	A \$	§ 0	134,831 (2)	D	
Common										

By spouse

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

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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)

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. Transactio Code (Instr. 8)	Securities		mf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		mof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		vative Date es (Month/Day/Year) ed		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar				
Restricted Stock Units (1)	\$ 0	06/15/2012		M <u>(1)</u>	5,1	116	06/15/2010(4)	06/15/2012(4)	Common Stock, par value \$0.001	5,1				
Restricted Stock Units (1)	\$ 0	06/15/2012		M <u>(1)</u>	3,5	547	06/15/2011(5)	06/15/2013(5)	Common Stock, par value \$0.001	3,5				
Restricted Stock Units (1)	\$ 0	06/16/2012		M(1)	2,3	393	06/16/2012(6)	06/16/2014(6)	Common Stock, par value \$0.001	2,3				

Reporting Owners

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

Signatures

Joanne Hawkins as Attorney-in-Fact for Donaid	
Keough	06/19/2012
**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 vesting of restricted stock units (see footnotes 4, 5 and 6 below).
- (2) Includes (i) 111,314 shares of IAC Common Stock and (ii) 23,517 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of the filing of this report.
- (3) The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.
- (4) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2009.
- (5) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 15, 2010.
- (6) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, June 16, 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.