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BLATT GREGORY R

Form 4

February 08, 2008

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock, par

value \$0.001 (2) 02/06/2008

(Print or Type Responses)

	Address of Reporting REGORY R	Symbol	er Name and Ticker or Trading NTERACTIVECORP [IACI]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (Middle) 3. Date	of Earliest Transaction	(Check all applicable)		
	RACTIVECORP, H STREET	02/06/	Day/Year) 2008	Director 10% OwnerX Officer (give title Other (specify below) EVP & General Counsel		
	(Street)		nendment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
NEW YOR	K, NY 10011			Person		
(City)	(State)	(Zip) Tai	ole I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$0.001 (1)	02/06/2008		M(1) 14,373 A \$ 0	49,877 D		

D

44,423

D

5,454

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

 $F^{(2)}$

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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)

 Title of Derivative 	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of orDerivative	6. Date Exercisable Date	le and Expiration	7. Title and 2. Underlying 3	
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	An or Nu of S
Restricted Stock Units (3)	\$ 0	02/06/2008		M	14,373	02/06/2007(3)	02/06/2011(3)	Common Stock	14

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BLATT GREGORY R C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			EVP & General Counsel			

Signatures

Joanne Hawkins as Attorney-in-Fact for Gregory R.

Blatt 02/08/2008

**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) Represents shares of IAC Common Stock acquired upon the vesting of restricted stock units (see footnote 3 below).
- Represents the withholding of shares of IAC Common Stock for the payment of taxes in connection with the vesting of restricted stock units (see footnote 3 below).
- The terms of the initial grant provide for vesting in equal installments over five years on the anniversary of the grant date, February 6, 2006, 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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