

KEOUGH DONALD R /NY
Form 4
June 19, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KEOUGH DONALD R /NY

2. Issuer Name and Ticker or Trading Symbol
IAC/INTERACTIVECORP [IACI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
711 FIFTH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2012

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

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 ⁽¹⁾ | 06/15/2012 | | M ⁽¹⁾ | | 8,663 | A | \$ 0 |
| Common Stock, par value \$0.001 ⁽¹⁾ | 06/16/2012 | | M ⁽¹⁾ | | 2,393 | A | \$ 0 |
| Common Stock, par value \$0.001 ⁽³⁾ | | | | | 500 ⁽³⁾ | I | |
| | | | | | | | By spouse |

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.