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LENDINGTREE INC Form 4 April 28, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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> Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Ado Lieber Daniel C			me and Tice, Inc. "Ti		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 54 Thompson St	of Reporting Person,					otatement for onth/Day/Year 24/03	X Director			
New York, NY 1					Dat		T. 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)	T	able	I Non-E)erivat	ive Sec	urities Acquired, Dispo	sed of, or Bene	ficially Owned
	2. Trans- action	2A. Deemed Execution Date,	3. Transaction C	Code	4. Securities Acquired (A) or Disposed of (I) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial
,	(Month/ Day/ Year)	· /	Code	V	Amount	(A) or (D)	Price	· ·	or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock								2,086,4	20 I	(1)

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g. nuts calls warrants ontions convertible securities)

(c.g., pub, cans, warrants, options, convertible securities)													
2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature			
sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect			
Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial			
Price of		Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownershij			
Derivative	(Month/	if any		Securities	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)			
Security	Day/	(Month/	(Instr.	Acquired				Following	ative				
	Year)	Day/	8)	(A) or				Reported	Security:				
		Year)		Disposed				Transaction(s)	Direct				
	e sion or Exercise Price of Derivative Security	2. Conver- 3. Trans- esion or action Exercise Date Price of Derivative (Month/	2. Conver- 3. Trans- 3A. e sion or action Deemed Exercise Date Execution Price of Derivative (Month/ Security Day/ (Month/ Year) Day/	2. Conver- 3. Trans- 3A. 4. e sion or action Deemed Trans- action Price of Derivative (Month/ Security Day/ (Month/ Year) Day/ 8)	2. Conver- 3. Trans- 3A. 4. 5. Number sion or action Deemed Trans- action of Date, Code Derivative Security Day/ (Month/ Year) Day/ 8) (A) or	2. Conversion or action Deemed Transberrice of Derivative (Month/ Becurity Day/ Year) 2. Conversion 3. Transsion 3A. 4. 5. 6. Date Exercisable and Expiration Date Date Derivative (Month/Day/ Securities Price of Derivative (Month/ If any Security Day/ (Month/ Instr. Acquired Year) 4. 5. 6. Date Exercisable and Expiration Date Derivative (Month/Day/ Securities Year)	e sion or action Deemed Trans- Number and Expiration Date Execution Date Date, Price of Derivative (Month/ Day/ Security Day/ Year) Day/ 8) (A) or Amount of Underlying Securities (Instr. 3 & 4)	2. Conversion of action Deemed Transbasion or action Date Execution Date Execution Detection Derivative (Month/ Day/ Security Day/ Year) 2. Conversion 3. Transsion 3A. 4. 5. 6. Date Exercisable and Expiration Amount of Derivative And Expiration Date Underlying Security Securities (Month/Day/ Securities Securities Securities Month/ Year) 4. 5. 6. Date Exercisable and Expiration Date Underlying Security Securities (Instr. 5) 8. Price of Derivative Month/Day/ Securities (Instr. 3 & 4)	2. Conver- 3. Trans- 3A. 4. 5. 6. Date Exercisable and Expiration Deemed Exercise Date Execution Date, Code Derivative (Month/Day/ Security Day/ (Month/ Becurity Day/ Year) Day/ 8) (A) or Securitiss Price of Date Date Date Date Date Date Date Date	2. Conver- 3. Trans- 3A. 4. 5. 6. Date Exercisable and Expiration Demonstrative Date Execution Date Date Date Derivative (Month/ Derivative Security Security Day/ (Month/ Year) Day/ 8) (A) or Security Day/ Security Day/ (A) or Security Day/ (A) or Security Day/ (A) Or Security Day/ (B) Date Define Date Date Exercisable Amount of Derivative Date Derivative (Amount of Derivative Security Securities (Instr. 3 & 4) Derivative Day/ (Month/ Month/ Pear) (Instr. 3 & 4) Derivative Day/ (Month/ Pear) Day/ (A) or Security Day/ (A) or Secu			

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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						of (D) (Instr. 4 & 5)	3,					,	(D) or Indirect (I)	
				Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares		(Instr. 4)	
Options	\$13.505	04/24/03		A		4,826		04/24/04		Common Stock	4,826	4,826	I	(2)

Explanation of Responses:

(1) The shares are owned by Specialty Finance Partners. The Reporting Person is a Partner of Capital Z Partners, LP, which is an affiliate of Specialty Finance Partners. The Reporting Person disclaims beneficial ownership of all such shares.

(2) The options are owned by Specialty Finance Partners. The Reporting Person is a Partner of Capital Z Partners, LP, which is an affiliate of Specialty Finance Partners. The Reporting Person disclaims beneficial ownership of all such options.

By: /s/ Daniel C. Lieber

04/24/03

Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).