

RATTNER STEVEN
Form 4/A
November 07, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
RATTNER STEVEN

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)
375 PARK AVE. 14TH FL.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2005

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

NEW YORK, NY 10152

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/04/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price | | |
| Common Stock, par value \$0.01 (1) | 08/09/2005 | | J(1) | | 5,217 (2) | D | D |
| Common Stock, par value \$0.001 (1) | 08/09/2005 | | J(1) | | 3,701 (3) (4) | A | D |
| Common Stock, par value \$0.001 (5) | 09/30/2005 | | A(5) | | 551 (5) \$ 25.35 | A | D |

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Old IAC Common Stock was reclassified into one share of New IAC Common Stock and 1/100 of a share of IAC Series 1 Mandatory Exchangeable Preferred Stock, which was automatically exchanged into one share of Expedia Common Stock.

- Includes (i) 2,500 shares of Old IAC Common Stock held directly by the reporting person and (ii) 2,717 share units, each of which represents the right to receive one share of Old IAC Common Stock, accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of August 9, 2005 ("Old IAC Share Units"). Does not include 21,065 shares of Old IAC Common Stock held by
- (2) partnerships in which the reporting person may be deemed to have a pecuniary interest. Pursuant to Exchange Act Rule 16a-1(a)(2)(ii)(B), the reporting person may be deemed to be the beneficial owner of the securities reported herein only to the extent of his pecuniary interest therein. Pursuant to Exchange Act Rule 16a-1(a)(4), this filing shall not be deemed an admission that the reporting person is, for any purpose, the beneficial owner of any securities reported herein in excess of such amount.
- Includes (i) 1,250 shares of New IAC Common Stock held directly by the reporting person and (ii) 2,451 share units, each of which represents the right to receive one share of New IAC Common Stock, accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of August 9, 2005 ("New IAC Share Units"). Does not include 10,532 shares of IAC Common Stock held by
- (3) partnerships in which the reporting person may be deemed to have a pecuniary interest. Pursuant to Exchange Act Rule 16a-1(a)(2)(ii)(B), the reporting person may be deemed to be the beneficial owner of the securities reported herein only to the extent of his pecuniary interest therein. Pursuant to Exchange Act Rule 16a-1(a)(4), this filing shall not be deemed an admission that the reporting person is, for any purpose, the beneficial owner of any securities reported herein in excess of such amount.
- In connection with the Spin-Off, all of the reporting person's Old IAC Share Units, which represented the right to receive shares of Old IAC Common Stock, converted into New IAC Share Units representing the right to receive shares of New IAC Common Stock, with
- (4) adjustments to the number of shares underlying each share unit based on the market capitalization of IAC after giving effect to the Spin-Off and Reverse Stock Split. The nature and impact of this adjustment were not accurately reflected in the initial form due to administrative error.
- (5) Represents share units accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of September 30, 2005.
- Includes (i) 1,250 shares of New IAC Common Stock held directly by the reporting person and (ii) 3,002 New IAC Share Units accrued pursuant to the Non-Employee Director Deferred Compensation Plan as of September 30, 2005 . Does not include 10,532 shares of IAC Common Stock held by partnerships in which the reporting person may be deemed to have a pecuniary interest. Pursuant to Exchange
- (6) Act Rule 16a-1(a)(2)(ii)(B), the reporting person may be deemed to be the beneficial owner of the securities reported herein only to the extent of his pecuniary interest therein. Pursuant to Exchange Act Rule 16a-1(a)(4), this filing shall not be deemed an admission that the reporting person is, for any purpose, the beneficial owner of any securities reported herein in excess of such amount.
- In connection with the Spin-Off, all of the reporting person's restricted stock units, which represented the right to receive shares of Old IAC Common Stock ("Old IAC RSUs"), converted into restricted stock units representing the right to receive shares of New IAC
- (7) Common Stock, with adjustments to the number of shares underlying each restricted stock unit based on the market capitalization of IAC after giving effect to the Spin-Off and Reverse Stock Split ("New IAC RSUs").
- (8) New IAC RSUs received in connection with the Spin-Off have the same terms and conditions, including the same vesting periods, as Old IAC RSUs had immediately prior to the Spin-Off and Reverse Stock Split.
- (9) The terms of the initial grant provide for vesting in equal installments over three years on the anniversary of the grant date, April 28, 2004.
- (10) The terms of the initial grant provide for vesting in equal installments over three years on the anniversary of the grant date, July 19, 2005.

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.