#### DELLPLAIN KATHLEEN K

Form 4

February 07, 2006

# 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** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Addr DELLPLAIN I	•	_	2. Issuer Name <b>and</b> Ticker or Trading Symbol Expedia, Inc. [EXPE]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
3150 139TH AVENUE SE			(Month/Day/Year) 02/04/2006	Director 10% OwnerX Officer (give title Other (specify below)  EVP, Human Resources			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BELLEVUE, V	WA 98005		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	•	any	Code (Instr. 3, 4 and 5) (Instr. 8)			5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	02/04/2006		M	2,393	A	\$ 0	5,598 (1)	D	
Common Stock	02/04/2006		F	782	D	\$ 25.47	4,816	D	

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	SOLUTION SOL	of De Secur Acqui (A) of Dispo (D)	orities aired or osed of r. 3, 4,	6. Date Exercisable Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	7 (	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units (2)	<u>(3)</u>	02/04/2006		M			2,393	02/04/2006(4)	02/04/2009	Common Stock	2,39
Options to Purchase Common Stock (5)	\$ 3.69							08/09/2005	07/28/2007	Common Stock	6,05
Options to Purchase Common Stock (5)	\$ 3.69							08/09/2005	08/10/2007	Common Stock	1,21
Options to Purchase Common Stock (5)	\$ 2.5							08/09/2005	01/16/2008	Common Stock	8,72
Options to Purchase Common Stock (5)	\$ 10.22							08/09/2005 <u>(6)</u>	08/02/2008	Common Stock	25,74
Options to Purchase Common Stock (5)	\$ 25.64							08/09/2005(7)	02/04/2012	Common Stock	19,68
Options to Purchase Common Stock (5)	\$ 13.32							08/09/2005(8)	07/09/2012	Common Stock	21,20
Options to Purchase Common Stock (5)	\$ 14.5							08/09/2005(9)	02/07/2013	Common Stock	17,7
	\$ 0 (3)							02/07/2006(10)	02/07/2007		6,58

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Restricted Common Stock Stock

Units (2)

Restricted

Stock  $\$ 0 \ \underline{^{(3)}}$   $02/10/2006 \ \underline{^{(11)}}$  02/10/2010 Common Stock

Units (2)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DELLPLAIN KATHLEEN K 3150 139TH AVENUE SE BELLEVUE, WA 98005

EVP, Human Resources

15,30

# **Signatures**

By: Amy E. Weaver, Attorney-in-Fact 02/06/2006

\*\*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).

Includes 3,205 shares of Expedia Common Stock received in connection with the spin-off by IAC/InterActive Corp (IAC) of Expedia, Inc. (Expedia), which was completed on August 9, 2005 (the Spin-Off). The Spin-Off, which was immediately preceded by a

- one-for-two reverse stock split (the Reverse Stock Split) was effected by way of a reclassification, pursuant to which each share of IAC Common Stock, par value \$0.01 (Old IAC Common Stock), was reclassified into one share of IAC Common Stock, par value \$0.001 (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.
- Represents Restricted Stock Units (RSUs) of Expedia received in connection with the Spin-Off. In connection with the Spin-Off, the reporting person's RSUs of IAC common stock were adjusted into RSUs of Expedia common stock. The vesting schedules below reflect vesting dates remaining following the Spin-Off.
- (3) None
- Date at which first vesting following August 9, 2005 occurred is indicated. One-fourth of the total number of RSUs outstanding August 9, 2005 vested on the first vesting date and an additional one-fourth each anniversary thereafter until the RSUs are fully vested.
- Represents stock options of Expedia received in connection with the Spin-off. In connection with the Spin-Off, stock options to purchase (5) IAC common stock were adjusted into stock options to purchase Expedia common stock. The vesting schedules below reflect vesting dates remaining following the Spin-Off.
- (6) Options for 12,117 shares were vested at August 9, 2005, and the balance for 13,625 shares vested on February 2, 2006.
- (7) Options for 11,250 shares were vested at August 9, 2005, and the balance of 8,433 shares vested on February 4, 2006.
- Options for approximately 6,209 shares were vested at August 9, 2005, options for approximately 1,363 shares vested on September 9, 2005 and options for approximately 1,363 shares vest monthly thereafter until the options are fully vested July 9, 2006.
- Options for approximately 5,448 shares were vested at August 9, 2005, options for approximately 682 shares vested on September 7, 2005 and options for approximately 682 shares vest monthly thereafter until the options are fully vested February 7, 2007.
- (10) Date at which first vesting following August 9, 2005 occurs is indicated. One-half of the total number of RSUs outstanding August 9, 2005 vest on the first vesting date and an additional one-half on the first anniversary thereafter.

(11)

Reporting Owners 3

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Date at which first vesting following August 9, 2005 occurs is indicated. One-fifth of the total number of RSUs outstanding August 9, 2005 vest on the first vesting date and an additional one-fifth each anniversary thereafter until the RSUs are fully vested.

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.