IAC/INTERACTIVECORP
Form 3/A
February 08, 2005

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *

Â MCINERNEY THOMAS

(Last) (First) (Middle)

C/O IAC/INTERACTIVECORP,Â 152 WEST 57TH STREET, 42ND FLOOR

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/01/2005

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
EVP & CFO

5. If Amendment, Date Original Filed(Month/Day/Year)
01/10/2005

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,193 (1)	D	Â
Common Stock	467	I	Co-Executor & Co-Beneficiary of Estate

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy) (2)	06/23/2000(3)	06/23/2009	Common Stock	140,374	$ 24.33	D	Â
Stock Option (Right to Buy) (2)	12/27/2000(4)	12/27/2009	Common Stock	121,550	$ 42.11	D	Â
Stock Option (Right to Buy) (2)	03/31/2001(5)	03/31/2010	Common Stock	70,125	$ 26.8	D	Â
Stock Option (Right to Buy)	05/10/2001(6)	05/10/2010	Common Stock	15,000	$ 21.69	D	Â
Stock Option (Right to Buy) (2)	02/21/2005(7)	02/21/2011	Common Stock	23,376	$ 10.29	D	Â
Stock Option (Right to Buy) (2)	12/31/2001(8)	05/15/2011	Common Stock	28,050	$ 15.5	D	Â
Stock Option (Right to Buy)	12/16/2002(9)	12/16/2011	Common Stock	70,000	$ 23.82	D	Â
Stock Option (Right to Buy) (2)	03/19/2006(10)	03/19/2012	Common Stock	3,352	$ 29.83	D	Â
Stock Option (Right to Buy) (2)	03/19/2003(11)	03/19/2012	Common Stock	10,673	$ 29.83	D	Â
Stock Option (Right to Buy) (2)	03/19/2003(12)	03/19/2012	Common Stock	32,725	$ 29.83	D	Â
Restricted Stock (2)	03/19/2005(13)	03/19/2005(13)	Common Stock	4,675	$ 0	D	Â
Restricted Stock Units (14)	01/17/2006(14)	01/17/2006(14)	Common Stock	50,000	$ 0	D	Â
Restricted Stock Units (15)	02/04/2005(15)	02/04/2009(15)	Common Stock	55,682	$ 0	D	Â
Restricted Stock Units (16)	02/04/2009(16)	02/04/2009(16)	Common Stock	65,509	$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCINERNEY THOMAS C/O IAC/INTERACTIVECORP	Â	Â	Â EVP & CFO	Â

152 WEST 57TH STREET, 42ND FLOOR
NEW YORK,Â NYÂ 10019

Signatures

Joanne Hawkins as Attorney-in-Fact for Thomas McInerney	02/08/2005
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 7,393 shares of IAC Common Stock acquired by the reporting person pursuant to the Company's Bonus Stock Purchase Plan in February 2004.

(2) Received in the merger among the Company, Ticketmaster and T Merger Corp., which was completed on January 17, 2003 (the "Merger"), in exchange for options to purchase common stock of Ticketmaster (the "Ticketmaster Options"). The vesting of unvested Ticketmaster Options was not accelerated as a result of the Merger and IAC/InterActiveCorp options received in exchange for Ticketmaster Options have substantially the same terms and conditions (including vesting) as were applicable in the case of the related Ticketmaster Options.

(3) Vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (June 23, 1999).

(4) Vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (December 27, 1999).

(5) Vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (March 31, 2000).

(6) Represents stock options granted pursuant to the Company's 1997 Stock & Annual Incentive Plan, which vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (May 10, 2000).

(7) Vests on the fourth anniversary of the grant date (February 21, 2001).

(8) 25% vested on December 31, 2001 and the remainder vested in equal installments every six months thereafter.

(9) Represents stock options received pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in four equal installments on the first, second, third and fourth anniversaries of the grant date (December 16, 2001).

(10) Vests on the fourth anniversary of the grant date (March 19, 2002).

(11) 33% vests on the first, second and third anniversaries of the grant date (March 19, 2002) and the remainder vests on the fourth anniversary of the grant date.

(12) Vests in four equal installments on the first, second, third and fourth anniversaries of the grant date (March 19, 2002).

(13) Vests in one lump sum installment on the third anniversary of the grant date (March 19, 2002).

(14) Represents restricted stock units granted pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in one lump sum installment on the third anniversary of the grant date (January 17, 2003).

(15) Represents restricted stock units granted pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in equal installments over five years on the anniversary of the grant date (February 4, 2004).

(16) Represents restricted stock units granted pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in one lump sum installment on the fifth anniversary of the grant date (February 4, 2004).

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.