

**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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>LIBERTY MEDIA CORP</b>			2. Issuer Name and Ticker or Trading Symbol <b>IAC/INTERACTIVECORP [IACI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ___ Director                    ___X___ 10% Owner ___ Officer (give title below)     ___ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/04/2009</b>					
12300 LIBERTY BOULEVARD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) ___X___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person		
(Street) <b>ENGLEWOOD, CO 80112</b>								
(City)	(State)	(Zip)	<b>Table II - Derivative Securities Acquired, Disposed of, and Held</b>					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/04/2009		S		306,400	D	\$ 19.14 <u>(1)</u>	11,832,203	I	Held through wholly-owned subsidiary
					Code, Date, and Amount (D) Acquired					
Common Stock	12/07/2009		S		234,200	D	\$ 19.03 <u>(2)</u>	11,598,003	I	Held through wholly-owned subsidiary


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

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(D) (D) (D)T (D)T r n & d k s t

# Signatures

LIBERTY MEDIA CORPORATION By: /S/ Craig Troyer Vice President		12/08/2009
 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).
- (1) The price reflects a weighted average of sales made at prices ranging from \$19.00 to \$19.34. The Reporting Person agrees to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, information regarding the number of shares sold at each separate price.
- (2) The price reflects a weighted average of sales made at prices ranging from \$19.00 to \$19.13. The Reporting Person agrees to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, information regarding the number of shares sold at each separate price.

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.