Expedia, Inc. Form 4 August 25, 2005

FORM 4

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Addre DILLER BARF	*	ng Person *	2. Issuer Name and 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	(c,		
152 W. 57TH ST			(Month/Day/Year) 08/23/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10019			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

						re	18011		
(City)	(State)	(Zip) 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 a poor Disposed of (Instr. 3, 4 an	of (D)	red (A)	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)
Common Stock (1)	08/09/2005		<u>J(1)</u>	1,642,918	A	\$0	1,642,918 (2)	D	
Common Stock	08/23/2005		M	1,895,847	A	\$ 5.04	3,538,765 (2)	D	
Common Stock	08/23/2005		F(3)	445,978	D	\$ 21.43	3,092,787 (2)	D	
Common Stock	08/23/2005		F(4)	721,822	D	\$ 21.43	2,370,965 (2)	D	

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of Derivative TransactionSecurities Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		
							Date Exercisable	Expiration Date
Options to Purchase Common Stock (5)	\$ 5.04	08/09/2005		Code V <u>J(5)</u>	(A) 1,895,847	(D)	08/09/2005 <u>(6)</u>	08/25/2005 <u>(6)</u>
Options to Purchase Common Stock	\$ 5.04	08/23/2005		M		1,895,847	08/09/2005	08/25/2005
Options to Purchase Common Stock (5)	\$ 4.2	08/09/2005		J <u>(5)</u>	6,381,250		08/09/2005(6)	11/24/2005 <u>(6)</u>
Options to Purchase Common Stock (5)	\$ 6.84	08/09/2005		J <u>(5)</u>	1,250,000		08/09/2005 <u>(6)</u>	11/27/2005 <u>(6)</u>
Options to Purchase Common Stock (5)	\$ 8.59	08/09/2005		J <u>(5)</u>	9,500,000		08/09/2005 <u>(6)</u>	10/17/2007 <u>(6)</u>
Options to Purchase Common Stock (5)	\$ 28.49	08/09/2005		J <u>(5)</u>	2,400,000		06/07/2010(6)(7)	06/07/2015(6)(7)
Options to Purchase	\$ 38.35	08/09/2005		J <u>(5)</u>	1,400,000		06/07/2010(6)(7)	06/07/2015(6)(7)

Common Stock (5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DILLER BARRY

152 W. 57TH ST X Chairman

NEW YORK, NY 10019

Signatures

Keenan Conder as Attorney-in-Fact for Barry Diller

08/25/2005

**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).

Represents shares of Expedia Common Stock received in connection with the spin-off by IAC/InterActiveCorp ("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.
- Excludes shares of Expedia Common Stock held by the reporting person's spouse and a family foundation, of which the reporting person (2) is a trustee. The reporting person disclaims beneficial ownership of all shares of Expedia Common Stock held by his spouse and the family foundation.
- (3) Represents shares of Expedia Common Stock withheld to cover the payment of the exercise price in connection with the exercise of stock options.
- (4) Represents shares of Expedia Common Stock withheld for payment of taxes due in connection with the exercise of stock options.
 - Represents vested and unvested options to purchase Expedia Common Stock received in connection with the Spin-Off. In connection with the Spin-Off, each of the reporting person's vested and unvested options to purchase shares of Old IAC Common Stock converted into
- vested and unvested options (as applicable) to purchase shares of New IAC Common Stock and vested and unvested options (as applicable) to purchase shares of Expedia Common Stock, with adjustments to the number of shares subject to each vested and unvested option (as applicable) and the option exercise prices based on the relative market capitalizations of IAC and Expedia after giving effect to the Spin-Off and Reverse Stock Split.
- Other than the adjustments described in footnote 5 above, vested and unvested options to purchase Expedia Common Stock received in connection with the Spin-Off have the same terms and conditions, including the same exercise periods, as the vested and unvested options to purchase Old IAC Common Stock had immediately prior to the Spin-Off and Reverse Stock Split.
- (7) The terms of the initial grant provide for vesting in one lump installment on the fifth anniversary of the grant date, June 7, 2005, and expiration on the tenth anniversary of the grant date.

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