

DELLPLAIN KATHLEEN K
 Form 4
 February 09, 2006

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 *
 DELLPLAIN KATHLEEN K

(Last) (First) (Middle)
 3150 139TH AVENUE SE
 (Street)

BELLEVUE, WA 98005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Expedia, Inc. [EXPE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/07/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, Human Resources

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 02/07/2006 | | M | 3,294 A \$ 0 | 8,110 ⁽¹⁾ | D | |
| Common Stock | 02/07/2006 | | F | 1,050 D \$ 25.12 | 7,060 | 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)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units ⁽²⁾ | <u>(3)</u> | 02/07/2006 | | M | 3,294 | 02/07/2006 ⁽⁴⁾ | 02/07/2007 | Common Stock | 3,294 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 3.69 | | | | | 08/09/2005 | 07/28/2007 | Common Stock | 6,050 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 3.69 | | | | | 08/09/2005 | 08/10/2007 | Common Stock | 1,210 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 2.5 | | | | | 08/09/2005 | 01/16/2008 | Common Stock | 8,720 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 10.22 | | | | | 08/09/2005 ⁽⁶⁾ | 08/02/2008 | Common Stock | 25,700 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 25.64 | | | | | 08/09/2005 ⁽⁷⁾ | 02/04/2012 | Common Stock | 19,600 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 13.32 | | | | | 08/09/2005 ⁽⁸⁾ | 07/09/2012 | Common Stock | 21,200 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 14.5 | | | | | 08/09/2005 ⁽⁹⁾ | 02/07/2013 | Common Stock | 17,700 |
| | \$ 0 ⁽³⁾ | | | | | 02/04/2006 ⁽¹⁰⁾ | 02/04/2009 | | 7,180 |

Restricted
Stock
Units (2)

Common
Stock

Restricted
Stock \$ 0 (3)
Units (2)

02/10/2006⁽¹¹⁾ 02/10/2010

Common
Stock 15,3

Warrants
to
Purchase
Common
Stock (12)
(13)

\$ 11.56

08/09/2005 02/04/2009

Common
Stock 6,56

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 | |

Signatures

By: Amy E. Weaver,
Attorney-in-Fact

02/09/2006

 **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).

(1) 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.

(2) 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.

(4) 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.

(5) Represents stock options of Expedia received in connection with the Spin-off. In connection with the Spin-Off, stock options to purchase 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.

(8)

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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.

- (9) 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 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.
- (11) 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.
- (12) Each warrant may be exercised for 0.969375 shares of Expedia common stock.

Represents warrants of Expedia received in connection with the Spin-Off. In connection with the Spin-Off, warrants to purchase IAC common stock were adjusted into warrants to purchase Expedia common stock. Options and RSUs which were adjusted into options and

- (13) RSUs with respect to Expedia common stock in connection with the Spin-Off were set forth on the Form 4 for Kathleen K. Dellplain filed on February 7, 2005 as well as on this Form 4. This Form 4 also includes warrants of Expedia received in connection with the Spin-Off. Therefore, this Form 4 includes all derivative securities held by Kathleen K. Dellplain.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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