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# LIBERTY INTERACTIVE CORP

Reported by

**RAPLEY DAVID E**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/16/12 for the Period Ending 08/14/12

| | |
|---|---|
| Address | 12300 LIBERTY BOULEVARD<br>ENGLEWOOD, CO 80112 |
| Telephone | 720-875-5400 |
| CIK | 0001355096 |
| Symbol | LINTA |
| Fiscal Year | 12/31 |

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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## 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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **RAPLEY DAVID E**<br>(Last) (First) (Middle) | **Liberty Interactive Corp [ LINTA ]** | __ **X** __ Director _____ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below) |
| **12300 LIBERTY BOULEVARD**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**8/14/2012** | |
| **ENGLEWOOD, CO 80112**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Stock Appreciation Rights** | **$15.2500** | **8/14/2012** | | **J** (1) | | **2687.0000** (2) | | (3) | **6/1/2014** (4) | **Series A Liberty Interactive Common Stock** | **2687.0000** | **$0.0000** | **2687.0000** | **D** | |
| **Stock Appreciation Rights** | **$17.2000** | **8/14/2012** | | **J** (1) | | **2724.0000** (2) | | (3) | **6/1/2015** (4) | **Series A Liberty Interactive Common Stock** | **2724.0000** | **$0.0000** | **2724.0000** | **D** | |
| **Stock Appreciation Rights** | **$16.6600** | **8/14/2012** | | **J** (1) | | **2710.0000** (2) | | (3) | **9/9/2013** (4) | **Series A Liberty Interactive Common Stock** | **2710.0000** | **$0.0000** | **2710.0000** | **D** | |
| **Stock Appreciation Rights - LVNTA** | **$39.7400** | **8/14/2012** | | **A** (1) | | **134.0000** (2) | | (3) | **6/1/2014** (4) | **Series A Liberty Ventures Common Stock** | **134.0000** | **$0.0000** | **134.0000** | **D** | |
| **Stock Appreciation Rights - LVNTA** | **$44.8200** | **8/14/2012** | | **A** (1) | | **134.0000** (2) | | (3) | **6/1/2015** (4) | **Series A Liberty Ventures Common Stock** | **134.0000** | **$0.0000** | **134.0000** | **D** | |
| | | | | **A** | | | | | **9/9/2013** | **Series A Liberty** | | | | | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Stock Appreciation Rights - LVNTA** | **$43.4000** | **8/14/2012** | | (1) | | **134.0000** (2) | | (3) | (4) | **Ventures Common Stock** | **134.0000** | **$0.0000** | **134.0000** | **D** | |
| **Stock Option (right to buy) - LINTA** | **$16.7900** | **8/14/2012** | | **J** (1) | | **7339.0000** (2) | | (3) | **5/5/2016** (4) | **Series A Liberty Interactive Common Stock** | **7339.0000** | **$0.0000** | **7339.0000** | **D** | |
| **Stock Option (right to buy) - LINTA** | **$22.5100** | **8/14/2012** | | **J** (1) | | **5560.0000** (2) | | (3) | **5/10/2017** (4) | **Series A Liberty Interactive Common Stock** | **5560.0000** | **$0.0000** | **5560.0000** | **D** | |
| **Stock Option (right to buy) - LINTA** | **$18.1200** | **8/14/2012** | | **J** (1) | | **6169.0000** (2) | | (3) | **12/24/2014** (4) | **Series A Liberty Interactive Common Stock** | **6169.0000** | **$0.0000** | **6169.0000** | **D** | |
| **Stock Option (right to buy) - LVNTA** | **$43.7600** | **8/14/2012** | | **A** (1) | | **366.0000** (2) | | (3) | **5/5/2016** (4) | **Series A Liberty Ventures Common Stock** | **366.0000** | **$0.0000** | **366.0000** | **D** | |
| **Stock Option (right to buy) - LVNTA** | **$58.6600** | **8/14/2012** | | **A** (1) | | **278.0000** (2) | | (3) | **5/10/2017** (4) | **Series A Liberty Ventures Common Stock** | **278.0000** | **$0.0000** | **278.0000** | **D** | |
| **Stock Option (right to buy) - LVNTA** | **$47.2100** | **8/14/2012** | | **A** (1) | | **311.0000** (2) | | (3) | **12/24/2014** (4) | **Series A Liberty Ventures Common Stock** | **311.0000** | **$0.0000** | **311.0000** | **D** | |

**Explanation of Responses:**

**( 1)** On August 9, 2012, the Issuer completed a transaction (the "Transaction") whereby it distributed, by means of a dividend, to each holder of its Liberty Interactive common stock (i) 0.05 of a share of the corresponding series of Liberty Ventures common stock for each share of that series of Liberty Interactive common stock held by such holder as of the distribution record date and (ii) 1/3 of a subscription right to purchase one share of Series A Liberty Ventures common stock for each share of Liberty Ventures common stock received by such holder in the distribution. See footnote (2) herein for the continuation of the description of the reported transaction.

**( 2)** In connection with the completion of the Transaction, all equity awards held by the Reporting Person with respect to Series A and Series B Liberty Interactive common stock (each an "Original Interactive Award") were adjusted pursuant to the anti-dilution provisions of the incentive plans under which the equity awards were granted, such that the Reporting Person received (i) an adjustment to the exercise price or base price, as applicable, and number of shares relating to the Original Interactive Award (as so adjusted, an "Adjusted Interactive Award") and (ii) an equity award relating to shares of the corresponding series of Liberty Ventures common stock (a "Ventures Award"). These adjustments were approved by the Issuer's board of directors pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

**( 3)** The derivative security is fully vested.

**( 4)** Except as set forth on this Form 4, (i) the terms of the Adjusted Interactive Award will, in all material respects, be the same as those of the corresponding Original Interactive Award and (ii) the terms of the Ventures Award will, in all material respects, be the same as those of the corresponding Original Interactive Award.

**Remarks:**

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**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **RAPLEY DAVID E**<br>**12300 LIBERTY BOULEVARD** | **X** | | | |

| | | | | |
|---|---|---|---|---|
| **ENGLEWOOD, CO 80112** | | | | |

**Signatures**

**Craig Troyer as Attorney-in-Fact for David E. Rapley** **8/16/2012**

** Signature of Reporting Person — Date

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

***** 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).

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

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.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Charles Y. Tanabe, Craig Troyer, Pamela L. Coe, and Ruth M. Huff, signing singly, as the undersigned's true and lawful attorney-in-fact to:

1. Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

2. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Liberty Interactive Corporation (formerly known as Liberty Media Corporation) (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

3. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and

4. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Act of 1934, and the undersigned agrees to indemnify and hold harmless each of the attorneys-in-fact from any liability or expense based on or arising from any action taken pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of September, 2011.

*/s/ David E. Rapley*

_____

*Signature*