

Expedia, Inc.
Form 4
August 11, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dolgen Jonathan L

(Last) (First) (Middle)

CHARTER COMMUNICATIONS,
INC., 12405 POWERSCOURT
DRIVE

(Street)

ST. LOUIS, MO 63131

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

Common
Stock ⁽¹⁾

08/09/2005

J 467 A \$ 0 467

I

Consists of
467 shares
of Expedia
common
stock held
indirectly
by a
charitable
trust of
which Mr.
Do

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

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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)
Restricted Stock Units ⁽²⁾	\$ 0	08/09/2005		A	7,500	08/09/2006 ⁽²⁾ 08/09/2008 ⁽²⁾	Common Stock 7
Options to Purchase Common Stock ⁽³⁾	\$ 6.92	08/09/2005		A	11,261	08/09/2005 ⁽³⁾ 07/17/2007 ⁽³⁾	Common Stock 11

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dolgen Jonathan L CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	X

Signatures

/s/ Amy E. Weaver, as attorney-in-fact for Jonathan Dolgen
08/11/2005

**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).

- (1) In connection with the spin-off of Expedia, Inc. from IAC/InterActiveCorp ("IAC") that was completed on August 9, 2005, the capital stock of IAC was reclassified such that a holder of a share of IAC common stock immediately prior to the spin-off was entitled to a share of IAC common stock and a share of Expedia common stock immediately after the spin-off (after giving effect to a related one-for-two

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reverse stock split). Consists of 467 shares of Expedia common stock held indirectly by a charitable trust of which Mr. Dolgen is the trustee.

- (2) Represents restricted stock units granted as of August 9, 2005 under the Expedia, Inc. 2005 Stock and Annual Incentive Plan, which vest in equal annual installments over 3 years.
- (3) Represents options to purchase common stock initially granted under IAC employee benefit plans that were adjusted in the spin-off into options to purchase Expedia common stock, under the Expedia, Inc. 2005 Stock and Annual Incentive Plan.

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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