Packey Matthew Form 4 April 30, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

| Packey Matthew | | | Symbol | Issuer | Issuer | | |
|----------------------|---------|----------|---------------------------------|----------------------------------|--------|--|--|
| | | | Tree.com, Inc. [TREE] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Free start Spp Free start) | | | |
| | | | (Month/Day/Year) | Director 10% Ow | ner | | |
| 11115 RUSHMORE DRIVE | | | 04/28/2009 | _X_ Officer (give title Other (s | pecif | | |
| | | | 04/20/2007 | below) below) | | | |
| | | | | Senior VP and CFO | | | |

2. Issuer Name and Ticker or Trading

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

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

CHARLOTTE, NC 28277

(State)

(City)

| (- 3) | () | 1 abie | : 1 - Non-De | erivative Seci | urities Acc | quirea, Disposea (| or, or Beneficial | ly Owned |
|------------|---------------------|--------------------|--------------|----------------|-------------|--------------------|-------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | s | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | nAcquired (A | A) or | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed of | f (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 a | and 5) | Owned | Indirect (I) | Ownership |
| | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | , | A > | Reported | | |
| | | | | | A) | Transaction(s) | | |
| | | | C = V | | or | (Instr. 3 and 4) | | |
| ~ | | | Code V | Amount (l | D) Price | | | |
| Common | | | | | | 15,041 | D | |
| Ctaalr | | | | | | 15,071 | D | |

Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 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. Transactic Code (Instr. 8) | 5. Number proof 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 Amour Underlying Securit (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|--|--|-----------------|--|--------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Shar |
| Restricted Stock Units | \$ 0 | 04/28/2009 | | A | 5,000 | 02/17/2011(1) | 02/17/2011(1) | Common Stock | 5,0 |
| Restricted Stock Units | \$ 0 | 04/28/2009 | | A | 6,250 | 02/17/2010(2) | 02/17/2013(2) | Common Stock | 6,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Packey Matthew | | | | | | | |
| 11115 RUSHMORE DRIVE | | | Senior VP and CFO | | | | |
| CHARLOTTE NC 28277 | | | | | | | |

Signatures

/s/ Jacqueline Jones as Attorney-in-Fact for Matthew
Packey

04/30/2009

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) These restricted stock units vest in full on February 17, 2011.

**Signature of Reporting Person

(2) These restricted stock units vest in four equal annual installments beginning on February 17, 2010.

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.

Date

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