

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person ROSENTHALER ALBERT E			2. Issuer Name and Ticker or Trading Symbol Liberty Interactive Corp [LINTA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Senior Vice President		
(Last) (First) (Middle) 12300 LIBERTY BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 08/14/2012					
(Street) ENGLEWOOD, CO 80112			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			

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

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)		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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 15.4	08/14/2012		J(1)		60,958 (2)	(3)	07/31/2013(4)	Series A Liberty Interactive Common Stock	60,958	\$ 0	60,958	D	
Stock Appreciation Rights	\$ 14.03	08/14/2012		J(1)		60,953 (2)	(3)	08/06/2014(4)	Series A Liberty Interactive Common Stock	60,953	\$ 0	60,953	D	
Stock Appreciation Rights - LVNTA	\$ 40.14	08/14/2012		A(1)		3,049 (2)	(3)	07/31/2013(4)	Series A Liberty Ventures Common Stock	3,049	\$ 0	3,049	D	
Stock Appreciation Rights - LVNTA	\$ 36.57	08/14/2012		A(1)		3,048 (2)	(3)	08/06/2014(4)	Series A Liberty Ventures Common Stock	3,048	\$ 0	3,048	D	
Stock Option (right to buy) - LINTA	\$ 15.9	08/14/2012		J(1)		44,124 (2)	(3)	02/28/2013(4)	Series A Liberty Interactive Common Stock	44,124	\$ 0	44,124	D	
Stock Option (right to buy) - LINTA	\$ 13.27	08/14/2012		J(1)		649,248 (2)	(5)	03/19/2020(4)	Series A Liberty Interactive Common Stock	649,248	\$ 0	649,248	D	

Stock Option (right to buy) - LINTA	\$ 21.84	08/14/2012		J <sup>(1)</sup>	66,287 <sup>(2)</sup>	(3)	03/29/2014 <sup>(4)</sup>	Series A Liberty Interactive Common Stock	66,287	\$ 0	66,287	D
Stock Option (right to buy) - LINTA	\$ 2.65	08/14/2012		J <sup>(1)</sup>	50,640 <sup>(2)</sup>	(6)	12/16/2015 <sup>(4)</sup>	Series A Liberty Interactive Common Stock	50,640	\$ 0	50,640	D
Stock Option (right to buy) - LINTA	\$ 9.32	08/14/2012		J <sup>(1)</sup>	74,968 <sup>(2)</sup>	(6)	12/17/2016 <sup>(4)</sup>	Series A Liberty Interactive Common Stock	74,968	\$ 0	74,968	D
Stock Option (right to buy) - LINTA	\$ 18.12	08/14/2012		J <sup>(1)</sup>	66,717 <sup>(2)</sup>	(3)	12/24/2014 <sup>(4)</sup>	Series A Liberty Interactive Common Stock	66,717	\$ 0	66,717	D
Stock Option (right to buy) - LVNTA	\$ 41.44	08/14/2012		A <sup>(1)</sup>	2,206 <sup>(2)</sup>	(3)	02/28/2013 <sup>(4)</sup>	Series A Liberty Ventures Common Stock	2,206	\$ 0	2,206	D
Stock Option (right to buy) - LVNTA	\$ 34.58	08/14/2012		A <sup>(1)</sup>	32,445 <sup>(2)</sup>	(5)	03/19/2020 <sup>(4)</sup>	Series A Liberty Ventures Common Stock	32,445	\$ 0	32,445	D
Stock Option (right to buy) - LVNTA	\$ 56.91	08/14/2012		A <sup>(1)</sup>	3,317 <sup>(2)</sup>	(3)	03/29/2014 <sup>(4)</sup>	Series A Liberty Ventures Common Stock	3,317	\$ 0	3,317	D
Stock Option (right to buy) - LVNTA	\$ 6.89	08/14/2012		A <sup>(1)</sup>	2,530 <sup>(2)</sup>	(6)	12/16/2015 <sup>(4)</sup>	Series A Liberty Ventures Common Stock	2,530	\$ 0	2,530	D
Stock Option (right to buy) - LVNTA	\$ 24.29	08/14/2012		A <sup>(1)</sup>	3,748 <sup>(2)</sup>	(6)	12/17/2016 <sup>(4)</sup>	Series A Liberty Ventures Common Stock	3,748	\$ 0	3,748	D
Stock Option (right to buy) - LVNTA	\$ 47.21	08/14/2012		A <sup>(1)</sup>	3,367 <sup>(2)</sup>	(3)	12/24/2014 <sup>(4)</sup>	Series A Liberty Ventures Common Stock	3,367	\$ 0	3,367	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENTHALER ALBERT E 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112			Senior Vice President	

## Signatures

/s/ Albert E. Rosenthaler	08/16/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

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 (1) 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.

- 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 (2) 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.
- (5) The options vest 1/3 on June 30, 2013, 1/3 on June 30, 2014, and 1/3 on December 31, 2015.
- (6) The options vest quarterly over four years from the date the options were originally granted.

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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