

**FORM 4**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 GEORGE MICHAEL A		2. Issuer Name and Ticker or Trading Symbol Liberty Interactive Corp [QVCA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2014		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
12300 LIBERTY BOULEVARD			4. If Amendment, Date Original Filed (Month/Day/Year)		
ENGLEWOOD, CO 80112					
(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			
Series A Liberty Interactive Common Stock	12/05/2014		M <sup>(1)</sup>		95,379	A	\$ 17.74	1,026,558	D	
Series A Liberty Interactive Common Stock	12/05/2014		M <sup>(1)</sup>		10,628	A	\$ 17.74	1,037,186	D	
Series A Liberty Interactive Common Stock	12/05/2014		S <sup>(2)</sup>		106,007	D	\$ 28.9134 <sup>(3)</sup>	931,179	D	
Series A Liberty Ventures Common Stock	12/05/2014		M <sup>(1)</sup>		77,382	A	\$ 14.86	294,507	D	
Series A Liberty Ventures Common Stock	12/05/2014		S <sup>(2)</sup>		77,382	D	\$ 37.1193 <sup>(4)</sup>	217,125	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)

**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 Option (right to buy) - LVNTA	\$ 14.86 <sup>(5)</sup>	12/05/2014		M <sup>(1)</sup>		77,382 <sup>(5)</sup>	<sup>(6)</sup>	04/06/2016	Series A Liberty Ventures Common Stock	77,382 <sup>(5)</sup>	\$ 0	2,781	D	
Stock Option (right to buy) - QVCA	\$ 17.74	12/05/2014		M <sup>(1)</sup>		10,628	<sup>(6)</sup>	02/27/2016	Series A Liberty Interactive Common Stock	10,628	\$ 0	0	D	
Stock Option (right to buy) - QVCA <sup>(7)</sup>	\$ 17.74 <sup>(8)</sup>	12/05/2014		M <sup>(1)</sup>		95,379 <sup>(8)</sup>	<sup>(6)</sup>	04/06/2016	Series A Liberty Interactive Common Stock	95,379 <sup>(8)</sup>	\$ 0	636,043	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEORGE MICHAEL A 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	X			

**Signatures**

/s/ Craig Troyer as Attorney-in-Fact for Michael A. George 12/09/2014  
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) Such transactions were effected pursuant to a 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) Open market sale pursuant to a 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (3) The price is a weighted average price. These shares were sold in multiple transactions ranging from \$28.8150 to \$29.0400, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, upon request, full
- (4) The price is a weighted average price. These shares were sold in multiple transactions ranging from \$36.5600 to \$37.3800, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, upon request, full
- (5) This stock option was previously reported as an option for 39,479 shares of Series A Liberty Ventures Common Stock at an exercise price of \$58.80 per share. The number of shares and the exercise price of this option were adjusted as of each of April 4, 2014, as a result of the stock divi respect to the spin-off, the adjustments were approved by the Issuer's board of directors pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- (6) The derivative security is fully vested.
- (7) On October 3, 2014, the Issuer declared a stock dividend (the "retribution dividend"), payable to all holders of record of Series A Liberty Interactive Common Stock as of 5:00 p.m. New York City time, on October 13, 2014 of 0.14217 of a share of Series A Liberty Ventures Common 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 Inter
- (8) This stock option was previously reported as an option relating to 793,314 shares of Series A Liberty Interactive Common Stock at an exercise price of \$19.255 per share. The number of shares relating to and the exercise price of this option were adjusted as of October 20, 2014 as a result

**Remarks:**  
On August 27, 2014, the Issuer completed a transaction (the "spin-off") whereby it spun-off its wholly-owned subsidiary Liberty TripAdvisor Holdings, Inc., which was effected by the distribution to each holder of its Liberty Ventures Common off, all equity awards held by the reporting person with respect to the Issuer's Liberty Ventures Common Stock (each an "Original Ventures 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 3 under the Securities Exchange Act of 1934, as amended.

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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