

LENDINGTREE INC
Form 4
December 24, 2002

FORM 4

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

OMB APPROVAL

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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

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

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|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Campbell Stephen J. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol LENDINGTREE, INC. "TREE" | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP and Chief Information Officer | | |
| 11115 Rushmore Drive (Street) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 12/20/02 | | |
| Charlotte, NC 28277 (City) (State) (Zip) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. 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 | | |

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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|--|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 6,735 | D | N/A |
| Common Stock | | | | | | | | 400 | I | Issue |

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).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/ | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|------------------------------------|---|--|--|---|--------------------|---|
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|------------------------------------|---|--|--|---|--------------------|---|

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| (Instr. 3) | Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | (Instr. 8) | | Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | Year | (Instr. 3 & 4) | | Owned Following Reported Transaction(s) (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) | |
|------------|---------------------|------------------|-------------------------|------------|---|--|-----|------|-------------------|------------------|---|--|------------|-------|
| | | | | Code | V | (A) | (D) | | Date Exer-cisable | Expira-tion Date | | | | Title |
| Options | \$13.18 | | 12/20/02 | A | V | 25,398 | | (1) | 12/20/12 | Common Stock | 25,398 | | D | N/A |
| Options | \$13.18 | | 12/20/02 | A | V | 4,602 | | (2) | 12/20/12 | Common Stock | 4,602 | | D | N/A |

Explanation of Responses:

(1) The options vest at 4,514 shares on December 20, 2003, at 7,500 shares each year on December 20, 2004 and 2005, and at 5,884 shares on December 20, 2006.

(2) The options vest at 2,986 shres on December 20, 2003 and at 1,616 shares on December 20, 2006.

By: /s/ **Stephen J. Campbell**

12/20/02

Date

**Signature of Reporting Person

**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.

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