

Norris David G
Form 4
February 22, 2011

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Norris David G

(Last) (First) (Middle)

C/O TREE.COM, INC., 11115
RUSHMORE DRIVE

(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Tree.com, Inc. [TREE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President, LendingTree Loans

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/17/2011		M	1,875 A \$ 0	7,057	D	
Common Stock	02/17/2011		F	688 D \$ 7.96	6,369	D	
Common Stock	02/17/2011		M	5,000 A \$ 0	11,369	D	
Common Stock	02/17/2011		F	1,835 D \$ 7.96	9,534	D	
Common Stock	02/17/2011		M	1,875 A \$ 0	11,409	D	

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Common Stock	02/17/2011	F	688	D	\$ 7.96	10,721	D
Common Stock	02/17/2011	M	5,000	A	\$ 0	15,721	D
Common Stock	02/17/2011	F	1,834	D	\$ 7.96	13,887	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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 0	02/17/2011		M	1,875	<u>(1)</u> <u>(1)</u>	Common Stock	1,875
Restricted Stock Units ⁽²⁾	\$ 0	02/17/2011		M	5,000	<u>(2)</u> <u>(2)</u>	Common Stock	5,000
Restricted Stock Units ⁽³⁾	\$ 0	02/17/2011		M	1,875	<u>(3)</u> <u>(3)</u>	Common Stock	1,875
Restricted Stock Units ⁽⁴⁾	\$ 0	02/17/2011		M	5,000	<u>(4)</u> <u>(4)</u>	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Norris David G
C/O TREE.COM, INC.
11115 RUSHMORE DRIVE
CHARLOTTE, NC 28277

President, LendingTree Loans

Signatures

/s/ Debra Ashley as Attorney-in-Fact for David
Norris

02/22/2011

__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) These restricted stock units vest in four equal annual installments beginning on 2/17/2010 in accordance with the terms of the original award agreement.
- (2) These restricted stock units vested in full on 2/17/2011 in accordance with the terms of the original award agreement.
- (3) These restricted stock units vest in four equal annual installments beginning on 2/17/2010 in accordance with the terms of the original award agreement.
- (4) These restricted stock units vested in full on 2/17/2011 in accordance with the terms of the original award agreement.

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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