

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Norris David G</u>			2. Issuer Name and Ticker or Trading Symbol <u>Tree.com, Inc. [ TREE ]</u>		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) <u>President, LendingTree Loans</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2011</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
C/O TREE.COM, INC. 1115 RUSHMORE DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	CHARLOTTE NC 28277					
(City)	(State)	(Zip)				

**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)
			Code	V	Amount	(A) or (D)	Price			
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	
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	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units <sup>(1)</sup>	\$0	02/17/2011		M			1,875	(1)	(1)	Common Stock	1,875	\$0	3,750	D	
Restricted Stock Units <sup>(2)</sup>	\$0	02/17/2011		M			5,000	(2)	(2)	Common Stock	5,000	\$0	0	D	
Restricted Stock Units <sup>(3)</sup>	\$0	02/17/2011		M			1,875	(3)	(3)	Common Stock	1,875	\$0	3,750	D	
Restricted Stock Units <sup>(4)</sup>	\$0	02/17/2011		M			5,000	(4)	(4)	Common Stock	5,000	\$0	0	D	

**Explanation of Responses:**

- 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.
- These restricted stock units vested in full on 2/17/2011 in accordance with the terms of the original award agreement.
- 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.
- These restricted stock units vested in full on 2/17/2011 in accordance with the terms of the original award agreement.

/s/ Debra Ashley as Attorney-in-Fact for David Norris 02/22/2011

\*\* Signature of Reporting Person Date

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).

**\*\* 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.**

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**