

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
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1. Name and Address of Reporting Person* <u>HARRIS ROBERT L</u> (Last) (First) (Middle) 11115 RUSHMORE DRIVE (Street) CHARLOTTE NC 28277 (City) (State) (Zip)	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</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2008	
		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

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	08/20/2008		J ⁽¹⁾		646	A	\$0	646	D	
Common Stock	08/20/2008		F ⁽²⁾		11	D	\$0	635	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
Option to Purchase Common Stock	\$9.96	08/20/2008		J ⁽³⁾		360		08/20/2008	12/20/2012	Common Stock	360	\$0	360	D	
Restricted Stock Units	⁽⁴⁾	08/20/2008		J		17,408		⁽⁵⁾	⁽⁵⁾	Common Stock	17,408	\$0	17,408	D	
Restricted Stock Units	⁽⁴⁾	08/20/2008		J		12,243		⁽⁶⁾	⁽⁶⁾	Common Stock	12,243	\$0	12,243	D	
Restricted Stock Units	⁽⁴⁾	08/20/2008		J		9,140		⁽⁷⁾	⁽⁷⁾	Common Stock	9,140	\$0	9,140	D	
Restricted Stock Units	⁽⁴⁾	08/20/2008		J		3,573		⁽⁸⁾	⁽⁸⁾	Common Stock	3,573	\$0	3,573	D	

Explanation of Responses:

- Reflects the acquisition of common stock, par value \$0.01, of Tree.com, Inc. ("Tree.com") in connection with the spin-off by IAC/InterActiveCorp ("IAC") of Tree.com (the "Spin-off"), which was completed following the close of the market on August 20, 2008. The distribution of Tree.com common stock was effected by way of a dividend, pursuant to which holders of IAC common stock on August 11, 2008 received one-thirtieth of one share of Tree.com common stock for every share of IAC common stock held.
- Represents the withholding of shares of Tree.com common stock to cover the payment of taxes in connection with the settlement of restricted stock units. No shares of Tree.com common stock were sold in connection with this settlement and related withholding.
- In connection with the Spin-off, options to purchase IAC common stock granted prior to December 31, 2007 were converted into options to purchase common stock of each of IAC, HSN, JLG, Ticketmaster and Tree.com, with adjustments (to maintain pre- and post-Spin-off values) to the number of shares of common stock underlying each option and the per share exercise prices to reflect the Spin-off and reverse stock split. The post-conversion stock options have the same vesting and other applicable terms and conditions as such stock options had immediately prior to the Spin-off. Reflects the receipt of options to purchase Tree.com common stock in connection with the adjustment described immediately above.
- Each restricted stock unit represents a contingent right to receive one share of Tree.com common stock.
- These restricted stock units vest in full on February 6, 2011.
- These restricted stock units vest in full on February 16, 2010.
- These restricted stock units vest in full on May 14, 2010.
- These restricted stock units vest in three equal annual installments beginning on February 16, 2010.

/s/ Jacqueline Jones as
Attorney-in-Fact for Robert L. Harris 02/17/2009

** 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.