

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person * <u>Packey Matthew</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 Officer (give title below) Other (specify below) X Senior VP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/16/2010		M		1,162	A	\$0	24,299	D	
Common Stock	02/16/2010		F		450	D	\$7.85	23,849	D	
Common Stock	02/16/2010		M		4,746	A	\$0	28,595	D	
Common Stock	02/16/2010		F		1,837	D	\$7.85	26,758	D	
Common Stock	02/17/2010		M		3,124	A	\$0	29,882	D	
Common Stock	02/17/2010		F		1,208	D	\$8.1	28,674	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
Restricted Stock Units	\$0	02/16/2010		M		1,162 ⁽¹⁾		(2)	(2)	Common Stock, par value \$0.01	1,162	\$0	2,323	D	
Restricted Stock Units	\$0	02/16/2010		M		4,746 ⁽¹⁾		(3)	(3)	Common Stock, par value \$0.01	4,746	\$0	0	D	
Restricted Stock Units	\$0	02/17/2010		M		3,125 ⁽¹⁾		(4)	(4)	Common Stock	3,125	\$0	9,375	D	

Explanation of Responses:

1. Represents shares delivered upon vesting of restricted stock units.
2. The remaining restricted stock units will vest in two equal installments beginning February 16, 2011.
3. These restricted stock units vested in full on February 16, 2010.
4. The remaining restricted stock units will vest in three equal installments beginning February 17, 2011.

/s/ Jacqueline Jones as
Attorney-in-Fact for Matthew Packey 02/18/2010
 Date

** 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.

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