

Packey Matthew
Form 4
February 18, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Packey Matthew

(Last) (First) (Middle)
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)
02/16/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 |

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Common Stock 02/17/2010 F 1,208 D \$ 8.1 28,674 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|
| Restricted Stock Units | \$ 0 | 02/16/2010 | | M | 1,162 (1) | (2) (2) | Common Stock, par value \$0.01 | 1,162 |
| Restricted Stock Units | \$ 0 | 02/16/2010 | | M | 4,746 (1) | (3) (3) | Common Stock, par value \$0.01 | 4,746 |
| Restricted Stock Units | \$ 0 | 02/17/2010 | | M | 3,125 (1) | (4) (4) | Common Stock | 3,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Packey Matthew 11115 RUSHMORE DRIVE CHARLOTTE, NC 28277 | | | Senior VP and CFO | |

Signatures

/s/ Jacqueline Jones as Attorney-in-Fact for Matthew
Packey

02/18/2010

__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) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.