

| OMB APPROVAL | |
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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

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| 1. Name and Address of Reporting Person* <u>SEMEL TERRY</u> (Last) (First) (Middle) C/O YAHOO! INC. 701 FIRST AVENUE (Street) SUNNYVALE CA 94089 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>YAHOO INC [YHOO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman & CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/28/2005</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 |

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 | 10/28/2005 | | M | | 500,000 | A | \$15 | 2,325,000 | D | |
| Common Stock | 10/28/2005 | | S | | 10,172 | D | \$35.43 | 2,314,828 | D | |
| Common Stock | 10/28/2005 | | S | | 55,023 | D | \$35.44 | 2,259,805 | D | |
| Common Stock | 10/28/2005 | | S | | 75,089 | D | \$35.45 | 2,184,716 | D | |
| Common Stock | 10/28/2005 | | S | | 2,300 | D | \$35.46 | 2,182,416 | D | |
| Common Stock | 10/28/2005 | | S | | 7,416 | D | \$35.48 | 2,175,000 | D | |
| Common Stock | 10/28/2005 | | S | | 14,148 | D | \$35.5 | 2,160,852 | D | |
| Common Stock | 10/28/2005 | | S | | 2,400 | D | \$35.51 | 2,158,452 | D | |
| Common Stock | 10/28/2005 | | S | | 8,452 | D | \$35.53 | 2,150,000 | D | |
| Common Stock | 10/28/2005 | | S | | 87,820 | D | \$35.6 | 2,062,180 | D | |
| Common Stock | 10/28/2005 | | S | | 4,500 | D | \$35.61 | 2,057,680 | D | |
| Common Stock | 10/28/2005 | | S | | 6,380 | D | \$35.62 | 2,051,300 | D | |
| Common Stock | 10/28/2005 | | S | | 4,555 | D | \$35.63 | 2,046,745 | D | |
| Common Stock | 10/28/2005 | | S | | 47,082 | D | \$35.65 | 1,999,663 | D | |
| Common Stock | 10/28/2005 | | S | | 8,918 | D | \$35.66 | 1,990,745 | D | |
| Common Stock | 10/28/2005 | | S | | 26,892 | D | \$35.67 | 1,963,853 | D | |
| Common Stock | 10/28/2005 | | S | | 17,306 | D | \$35.7 | 1,946,547 | D | |
| Common Stock | 10/28/2005 | | S | | 4,345 | D | \$35.71 | 1,942,202 | D | |
| Common Stock | 10/28/2005 | | S | | 54,100 | D | \$35.73 | 1,888,102 | D | |
| Common Stock | 10/28/2005 | | S | | 25,421 | D | \$35.75 | 1,862,681 | D | |
| Common Stock | 10/28/2005 | | S | | 11,048 | D | \$35.77 | 1,851,633 | D | |
| Common Stock | 10/28/2005 | | S | | 1,400 | D | \$35.78 | 1,850,233 | D | |
| Common Stock | 10/28/2005 | | S | | 3,488 | D | \$35.79 | 1,846,745 | D | |
| Common Stock | 10/28/2005 | | S | | 21,745 | D | \$35.8 | 1,825,000 ⁽²⁾ | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|

| 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 |
| Stock Option (right to buy) | \$15 | 10/28/2005 | | M | V | (A) | (D) | 500,000 | (3) | 04/16/2011 | Common Stock | 500,000 | (1) | 3,006,097 | D | |

Explanation of Responses:

- Not applicable
- Does not include 760 shares owned indirectly by wife for children under the Uniform Transfer to Minors Act.
- This option becomes exercisable at a rate of 1/12th of the securities underlying the option on each monthly anniversary of the Vesting Commencement Date of 4/16/03.

/s/ Michael Murray, attorney-in-fact for, Terry S. Semel 10/31/2005

** 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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