

**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>ICAHN CARL C</u>  (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES CORP.</u> <u>767 FIFTH AVE., SUITE 4700</u>  (Street) <u>NEW YORK NY 10153</u>  (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  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) please see footnotes 1 - 10
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/24/2008</u>	
		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, par value \$0.001 per share ("Shares")	11/24/2008		P		3,697,181	A	\$9.7988	72,493,501	I	please see all footnotes <sup>(1)(2)(3)(4)(5)(6)(7)(8)(9)(10)</sup>
Common Stock, par value \$0.001 per share ("Shares")	11/25/2008		P		2,704,780	A	\$9.9678	75,198,281	I	please see all footnotes <sup>(1)(2)(3)(4)(5)(6)(7)(8)(9)(10)</sup>
Common Stock, par value \$0.001 per share ("Shares")	11/26/2008		P		376,843	A	\$9.9988	75,575,125	I	please see all footnotes <sup>(1)(2)(3)(4)(5)(6)(7)(8)(9)(10)</sup>

**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					

1. Name and Address of Reporting Person\*  
ICAHN CARL C  
 (Last) (First) (Middle)  
C/O ICAHN ASSOCIATES CORP.  
767 FIFTH AVE., SUITE 4700  
 (Street)  
NEW YORK NY 10153  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
HIGH RIVER LIMITED PARTNERSHIP  
 (Last) (First) (Middle)  
445 HAMILTON AVENUE  
SUITE 1210  
 (Street)  
WHITE PLAINS NY 10601  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

ICAHN PARTNERS MASTER FUND LP

(Last) (First) (Middle)

C/O WALKER HOUSE  
87 MARY STREET

(Street)

GEORGE TOWN,  
GRAND E9 KY1-9001  
CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ICAHN PARTNERS MASTER FUND II L.P.

(Last) (First) (Middle)

C/O WALKER HOUSE  
87 MARY STREET

(Street)

GRAND  
CAYMAN, E9 KY1-9001  
CAYMAN  
ISLANDS

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ICAHN PARTNERS MASTER FUND III L.P.

(Last) (First) (Middle)

C/O WALKER HOUSE  
87 MARY STREET

(Street)

GRAND  
CAYMAN, E9 KY1-9001  
CAYMAN  
ISLANDS

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ICAHN PARTNERS LP

(Last) (First) (Middle)

445 HAMILTON AVENUE  
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

**Explanation of Responses:**

1. High River Limited Partnership ("High River") owns 15,113,025 Shares, Icahn Partners LP ("Icahn Partners") owns 21,487,054 Shares, Icahn Partners Master Fund LP ("Icahn Master") owns 27,476,810 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") owns 8,310,918 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") owns 3,177,317 Shares.
2. Carl C. Icahn owns 10,000 restricted stock units which were granted to him on August 1, 2008 under the Issuer's 1996 Directors' Stock Plan (the "Plan"). Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one Share. These units are scheduled to vest ratably, in equal quarterly installments, over a one year period following the date of grant. These units will generally be paid in Shares on the earlier of the third anniversary of the grant date or the date Mr. Icahn ceases being a member of the board.
3. Does not include 30,000 Shares that may be acquired by Mr. Icahn upon exercise of an option that was granted to him on August 1, 2008 under the Plan. The option is scheduled to become exercisable at a rate of 1/4 of the Shares underlying the option in equal quarterly installments over a one year period following the date of grant.
4. Does not include 1,050 Shares owned by Gail Golden, the spouse of Mr. Icahn.
5. Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.
6. Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
7. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

8. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

9. Each of the foregoing entities disclaims beneficial ownership of the restricted stock units and the option owned by Mr. Icahn for all purposes.

10. Mr. Icahn, by virtue of his relationship to Ms. Golden, may be deemed to beneficially own the Shares which Ms. Golden owns. Mr. Icahn disclaims beneficial ownership of such Shares for all purposes.

CARL C. ICAHN

11/26/2008

\*\* 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.**