$\square$ 

(Last)

(Street)

(City)

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

1. Name and Address of Reporting Person\*

**CALLAHAN MICHAEL JOHN** 

(First)

(Middle)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 1 or Section 30(h) of

05/17/2005

| OMB APPROVAL        |           |  |  |  |  |  |  |  |  |
|---------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number:         | 3235-0287 |  |  |  |  |  |  |  |  |
| Estimated average I | burden    |  |  |  |  |  |  |  |  |
|                     |           |  |  |  |  |  |  |  |  |

| pursuant to Section 16(a) of the Securities Exchange Act of 1934<br>or Section 30(h) of the Investment Company Act of 1940 |  | hours per res | ponse: | 0.5 |  |  |  |
|--|--|---------------|--------|-----|--|--|--|
| 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>YAHOO INC</u> [ YHOO ]  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title Other (specify |               |        |     |  |  |  |
| 3. Date of Earliest Transaction (Month/Day/Year)<br>05/17/2005   | below)   |               | below) |     |  |  |  |

C/O YAHOO! INC. 701 FIRST AVENUE 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Х Form filed by One Reporting Person 94089 SUNNYVALE CA Form filed by More than One Reporting Person (State) (Zip)

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | Date Execution Date, Transaction Disposed Of (D) (Instr. 3, |      |   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |                                    |   |            |  |
|---------------------------------|--|---|------|---|---|---|---|------------------------------------|---|------------|--|
|                                 |  |   | Code | v | Amount  | (A) or<br>(D)   | Price   | Transaction(s)<br>(Instr. 3 and 4) |   | (Instr. 4) |  |
| Common Stock                    | 05/17/2005                                 |   | М    |   | 2,625   | A   | \$20.58   | 41,320                             | D |            |  |
| Common Stock                    | 05/17/2005                                 |   | М    |   | 2,000   | A   | \$13.2812   | 43,320                             | D |            |  |
| Common Stock                    | 05/17/2005                                 |   | М    |   | 1,458   | A   | \$8.23  | 44,778                             | D |            |  |
| Common Stock                    | 05/17/2005                                 |   | М    |   | 4,166   | A   | \$4.62  | 48,944                             | D |            |  |
| Common Stock                    | 05/17/2005                                 |   | S    |   | 7,100   | D   | \$35.4  | 41,844                             | D |            |  |
| Common Stock                    | 05/17/2005                                 |   | S    |   | 3,149   | D   | \$35.39   | 38,695                             | D |            |  |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |       | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----|-------|--|--------------------|--|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D)   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Stock<br>Option (<br>right to<br>buy )              | \$13.2812   | 05/17/2005                                 |   | М                            |   |     | 2,000 | (1)  | 01/12/2011         | Common<br>Stock  | 2,000                                  | \$0   | 0  | D  |  |
| Stock<br>Option (<br>right to<br>buy )              | \$8.23  | 05/17/2005                                 |   | М                            |   |     | 1,458 | (2)  | 12/11/2012         | Common<br>Stock  | 1,458                                  | \$0   | 27,709   | D  |  |
| Stock<br>Option (<br>right to<br>buy )              | \$4.62  | 05/17/2005                                 |   | М                            |   |     | 4,166 | (3)  | 10/02/2011         | Common<br>Stock  | 4,166                                  | \$0   | 20,834   | D  |  |
| Stock<br>Option (<br>right to<br>buy )              | \$20.58   | 05/17/2005                                 |   | М                            |   |     | 2,625 | (4)  | 12/10/2013         | Common<br>Stock  | 2,625                                  | \$0   | 137,375  | D  |  |

#### Explanation of Responses:

1. 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 1/12/01.

2. This option becomes exercisable at a rate of 1/48th of the securities underlying the option on each monthly anniversary of the vesting commencement date of 12/11/02.

3. This option becomes exercisable at a rate of 1/48th of the securities underlying the option on each monthly anniversary of the vesting commencement date of 10/2/01.

4. This option becomes exercisable at a rate of 1/4th of the securities underlying the option on the first anniversary of the vesting commencement date of 12/10/03 and 1/16th of the securities underlying the option on each quarterly anniversary of the vesting commencement date thereafter.

#### // Michael J. Callahan

05/18/2005

Date

\*\* Signature of Reporting Person

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.