SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Addre	1 0		2. Issuer Name and Ticker or Trading Symbol <u>YAHOO INC</u> [YHOO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
			—	X Officer (give title Other (specify
(Last) C/O YAHOO! I		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2004	Chief Operating Officer
701 FIRST AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable
(Street)				Line) X Form filed by One Reporting Person
SUNNYVALE	CA	94089		Form filed by More than One Reporting
(City)	(State)	(Zip)		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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	 Reported Transaction(s) (Instr. 3 and 4) 		(1150.4)
Common Stock	10/01/2004		М		76,000	A	\$7.305	166,000	D	
Common Stock	10/01/2004		S		10,000	D	\$34.32	156,000	D	
Common Stock	10/01/2004		S		10,000	D	\$34.4	146,000	D	
Common Stock	10/01/2004		S		10,000	D	\$34.705	136,000	D	
Common Stock	10/01/2004		S		10,000	D	\$34.88	126,000	D	
Common Stock	10/01/2004		S		10,000	D	\$34.89	116,000	D	
Common Stock	10/01/2004		S		10,000	D	\$34.91	106,000	D	
Common Stock	10/01/2004		S		16,000(1)	D	\$34.935	90,000	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. Transa Code (8)		of		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				
Employee Stock Option (right to buy)	\$7.305	10/01/2004		М			76,000	(2)	04/24/2012	Common Stock	76,000	\$0	1,396,750	D	

Explanation of Responses:

1. All shares reported sold on this Form 4 were sold pursuant to a 10b5-1 trading program.

2. 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 4/24/02 and 1/48th of the securities underlying the option on each monthly anniversary thereafter.

<u>/s/ Daniel Rosensweig</u>

<u>10/04/2004</u> on 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.