

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

1. Name and Address of Reporting Person <u>BARTZ CAROL</u> (Last) (First) (Middle) <u>C/O YAHOO! INC.</u> <u>701 FIRST AVENUE</u> (Street) <u>SUNNYVALE CA 94089</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/30/2009		A		639,386 ⁽¹⁾	A	\$0.00	639,386	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$11.73	01/30/2009		A		5,000,000		(2)(3)	01/30/2016	Common Stock	5,000,000 ⁽²⁾⁽³⁾	\$11.73	5,000,000	D	

Explanation of Responses:

- These are shares of restricted stock granted under the Yahoo! Inc. (the "Company") 1995 Stock Plan (the "Plan"). Subject to the provisions of a Restricted Stock Award Agreement dated as of January 30, 2009 and the Plan, twenty-five percent (25%) of the Shares of Restricted Stock are scheduled to vest on each of the following dates: March 31, June 30, September 30, and December 26, 2009, as long as the reporting person remains in the service of the Company as of the vesting date.
- Subject to the provisions of a Notice of Stock Option Grant and Stock Option Agreement, each dated as of January 30, 2009, and the Plan, the option becomes exercisable, if at all, based on the attainment of average closing prices for the Company's Common Stock as reported on the NASDAQ Global Select Market (the "Market") for twenty (20) consecutive trading days after the date of grant and prior to January 1, 2013 (or, if a Change in Control [as defined in the reporting person's Employment Agreement Letter dated January 13, 2008, which appears as Exhibit 10.1 to the Company's Form 8-K Current Report filed with the Commission January 15, 2009] occurs prior to January 1, 2013, the price of the Company's Common Stock on the Market immediately preceding the closing of the Change in Control, even if such price is not maintained for twenty (20) consecutive trading days) (in either case, the "Average Price") as follows: [continued in footnote 3]
- [continued from footnote 2]: (i) one third of the Option (equal to 1,666,667 Shares) will vest if the Average Price is equal to or greater than 150% of \$11.73 (the "Exercise Price"); (ii) an additional one sixth of the Option (equal to 833,333 Shares) will vest if the Average Price is equal to or greater than 175% of the Exercise Price; (iii) an additional one sixth of the Option (equal to 833,334 Shares) will vest if the Average Price is equal to or greater than 200% of the Exercise Price; (iv) an additional one twelfth of the Option (equal to 416,666 Shares) will vest if the Average Price is equal to or greater than 225% of the Exercise Price; (v) an additional one twelfth of the Option (equal to 416,666 Shares) will vest if the Average Price is equal to or greater than 250% of the Exercise Price; and (vi) an additional one sixth of the Option (equal to 833,334 Shares) will vest if the Average Price is equal to or greater than 300% of the Exercise Price.

/s/ Carol Bartz

02/03/2009

** 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.