

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
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1. Name and Address of Reporting Person* <u>CALLAHAN MICHAEL JOHN</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2011</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 <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	02/25/2011		A		30,540 ⁽¹⁾	A	\$0	257,245	D	
Common Stock	02/25/2011		A		61,090 ⁽²⁾	A	\$0	318,335	D	
Common Stock	02/25/2011		F		3,797 ⁽³⁾	D	\$16.5	314,538	D	
Common Stock	02/25/2011		F		2,611 ⁽⁴⁾	D	\$16.5	311,927	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)	\$16.5	02/25/2011		A		100,180		(5)	02/25/2018	Common Stock	100,180	(6)	100,180	D	

Explanation of Responses:

- Represents a grant of restricted stock units under the Yahoo! Inc. 1995 Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. ("Company") common stock. Subject to accelerated vesting in certain circumstances, one-third (1/3) of the restricted stock units are scheduled to vest on each of the first, second, and third anniversaries of the date of grant, as long as the reporting person remains in the service of the Company through the respective vesting date.
- Represents a grant of performance-based restricted stock units under the Yahoo! Inc. 1995 Stock Plan. The target number of units subject to the award is presented in the table. Subject to certain continued employment requirements and subject to accelerated vesting in certain circumstances, the restricted stock units are scheduled to vest on the third anniversary of the date of grant if the Company meets certain financial performance objectives. The number of units that vest may be 0% to 200% of the target number of units, depending upon performance. The maximum number of units that may vest is 122,180. Vested restricted stock units will be paid in an equal number of shares of Yahoo! Inc. common stock.
- Represents shares withheld by Yahoo! Inc. to satisfy tax withholding obligations in connection with the vesting of 10,130 shares of restricted stock granted to the reporting person on February 25, 2009.
- Represents shares withheld by Yahoo! Inc. to satisfy tax withholding obligations in connection with the vesting of 7,120 shares of restricted stock granted to the reporting person on February 25, 2010.
- Subject to accelerated vesting in certain circumstances, one-third (1/3) of this stock option is scheduled to vest and become exercisable on each of the first, second, and third anniversaries of the date of grant, as long as the reporting person remains in the service of the Company through the respective vesting date.
- Not Applicable.

/s/ Timothy R. Morse, attorney-in-fact for Michael J. Callahan 03/01/2011

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Timothy R. Morse and Aman Kothari, signing singly, his true and lawful attorney-in-fact to:

(1) Execute for and on behalf of the undersigned Forms 3, 4 and 5 with respect to securities of Yahoo! Inc., in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended and the rules thereunder (the "1934 Act");

(2) Perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority, including the execution of an application for EDGAR codes on Form ID; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully as such attorney-in-fact could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the 1934 Act.

This Power of Attorney shall be effective as of the date written below, and unless sooner revoked, shall terminate upon the fifth (5th) anniversary of the date written below.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of November 9, 2009.

Signature: /s/ Michael J. Callahan
Print Name: Michael J. Callahan