# EARTHLINK INC

## FORM 4
(Statement of Changes in Beneficial Ownership)

## Filed 5/6/2005 For Period Ending 5/4/2005

| | |
|---|---|
| Address | 1375 PEACHTREE STREET SUITE 400 |
| | ATLANTA, Georgia 30309 |
| Telephone | 404-815-0770 |
| CIK | 0001102541 |
| Industry | Computer Services |
| Sector | Technology |
| Fiscal Year | 12/31 |

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# FORM 4

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **BERRYMAN DONALD B**<br>(Last) (First) (Middle) | **EARTHLINK INC [ ELNK ]** | _____ Director _____ 10% Owner<br>__ **X** __ Officer (give title below) _____ Other (specify below) |
| **EARTHLINK, INC., 1375 PEACHTREE STREET**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**5/4/2005** | **Executive VP, Customer Support** |
| **ATLANTA, GA 30309**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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** | **5/4/2005** | | **M** | | **20000** | **A** | **$6.13** | **20000** | **D** | |
| **Common Stock** | **5/4/2005** | | **S** | | **20000** | **D** | **$9.6** | **0** | **D** | |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: 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 | | | | |
| **Stock options** | **$6.13** | **5/4/2005** | | **M** | | **20000** | | **11/4/2003** | **11/4/2012** | **Common Stock** | **20000** | **$6.13** | **230000** (1) | **D** | |
| **Stock options** (2) | **$9.51** | **5/4/2005** | | **A** | | **50000** | | **5/4/2011** | **5/4/2015** | **Common Stock** | **50000** | **$9.51** | **280000** (3) | **D** | |

**Explanation of Responses:**

**( 1)** Includes options to purchase 210,000 shares of common stock and 20,000 Restricted Stock Units.

**( 2)** These options vest and become exercisable six years after the date of grant, but are subject to four acceleration clauses. If EarthLink meets certain operating and financial performance targets before June 30, 2007, all or portions of these options vest and become exercisable upon the achievement of such targets.

**( 3)** Includes options to purchase 260,000 shares of common stock and 20,000 Restricted Stock Units.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |

**Signatures**

**/s/ Donald B. Berryman** **5/6/2005**

| | | | | | | |
|---|---|---|---|---|---|---|
| **BERRYMAN DONALD B<br>EARTHLINK, INC.<br>1375 PEACHTREE STREET<br>ATLANTA, GA 30309** | | | **Executive VP, Customer Support** | | ** 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.

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