EARTHLINK INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 7/25/2006 For Period Ending 7/21/2006

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)
DESIMONE SAMUEL R JR (Last) (First) (Middle)	**EARTHLINK INC [ELNK]**	_____ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below)
C/O EARTHLINK INC, 1375 PEACHTREE STREET (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **7/21/2006**	**Exec. VP - General Counsel**
ATLANTA, GA 30309 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ 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 (1)	**7/21/2006**		**M**		**5000**	**A**	(1)	**5000**	**D**	
Common Stock (2)	**7/21/2006**		**F**		**1622**	**D**	(2)	**3378**	**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				
Restricted Stock Units (1)	(1)	**7/21/2006**		**M**			**5000**	**7/21/2006**	**7/21/2014**	**Common Stock**	**5000**	(1)	**523000** (3)	**D**	

Explanation of Responses:

(1) Vested Restricted Stock Units were converted and distributed to the Reporting Person, without payment, in shares of Common Stock on a unit-for-share basis.

(2) Shares deemed surrendered in payment of tax liability resulting from vesting of Restricted Stock Units.

(3) Includes options to purchase 508,000 shares of common stock and 15,000 Restricted Stock Units.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DESIMONE SAMUEL R JR **C/O EARTHLINK INC**			**Exec. VP - General Counsel**	

1375 PEACHTREE STREET ATLANTA, GA 30309				

Signatures

/s/ Samuel R. DeSimone, Jr. **7/25/2006**

** 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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