EARTHLINK INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/25/2006 For Period Ending 10/23/2006

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Sector	Technology
Fiscal Year	12/31

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FORM 4

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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)
LACY LINWOOD A JR	**EARTHLINK INC [ELNK]**	__ **X** __ Director _____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY) **10/23/2006**	_____ Officer (give title below) _____ Other (specify below)
(Street) (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			

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)	**10/23/2006**		**M**			**843**	**10/23/2006**	**10/23/2013**	**Common Stock**	**843**	(1)	**104498** (2)	**D**	
Phantom Share Units (3)	(3)	**10/23/2006**		**A**		**843**		(3)	(4)	**Common Stock**	**843**	(3)	**105341** (5)	**D**	

Explanation of Responses:

(1) Vested Restricted Stock Units were converted, without payment, into Phantom Share Units on a unit-for-unit basis, because the Reporting Person elected to defer the receipt of common shares pursuant to vested Restricted Stock Units under the Company's Second Deferred Compensation Plan for Directors and Certain Key Employees.

(2) Includes options to purchase 80,000 shares of common stock, 9,115 Restricted Stock Units and 15,383 Phantom Share Units.

(3) The Phantom Share Units were acquired under the Company's Second Deferred Compensation Plan for Directors and Certain Key Employees upon deferral of the receipt of common shares pursuant to vested Restricted Stock Units. Phantom Share Units will be converted and distributed to the Reporting Person, without payment, in shares of Common Stock on a unit-for-share basis upon certain events, as defined in the Participation Agreement.

(4) Not applicable.

(5) Includes options to purchase 80,000 shares of common stock, 9,115 Restricted Stock Units and 16,226 Phantom Share Units.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LACY LINWOOD A JR	**X**			

Signatures

/s/ Linwood A. Lacy, Jr. **10/25/2006**

** 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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