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EARTHLINK INC

Reported by

O'BRIEN JAMES P

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/21/12 for the Period Ending 02/16/12

Address	1375 PEACHTREE STREET SUITE 400 ATLANTA, GA 30309
Telephone	4048150770
CIK	0001102541
Symbol	ELNK
SIC Code	7370 - Computer Programming, Data Processing, And
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

OMB APPROVAL
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

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)
O'Brien James P (Last) (First) (Middle)	**EARTHLINK INC [ELNK]**	_____ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below)
1375 PEACHTREE STREET (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **2/16/2012**	**EVP Network and Customer Ops**
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			

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 (1)	**$7.51**	**2/16/2012**		**A**		**114329**		**2/16/2013**	**2/16/2022**	**Common Stock**	**114329**	**$7.51**	**163495** (3)	**D**	
Restricted Stock Units (2)	(2)	**2/16/2012**		**A**		**24967**		**2/16/2015**	**2/16/2022**	**Common Stock**	**24967**	(2)	**188462** (4)	**D**	

Explanation of Responses:

(1) The stock options were acquired under the Company's 2011 Equity and Cash Incentive Plan. The stock options vest ratably over four years and have an exercise period of ten years.

(2) The Restricted Stock Units were acquired under the Company's 2011 Equity and Cash Incentive Plan. The Restricted Stock Units vest and become exercisable as follows: 75% are earned based on successful completion on established dates during 2012 and 2013 of certain Company performance objectives related to building the Company's platform for strategic growth, with full vesting on the third anniversary of the grant date (assuming continued employment) and 25% of the RSUs would be earned in February 2015 based on the Company's achieving full year business segment organic growth in 2014 compared to 2013.

(3) Includes options to purchase 114,329 shares of common stock and 49,166 Restricted Stock Units.

(4) Includes options to purchase 114,329 shares of common stock and 74,133 Restricted Stock Units.

Reporting Owners

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

O'Brien James P **1375 PEACHTREE STREET** **ATLANTA, GA 30309**			**EVP Network and Customer Ops**	

Signatures

/s/ Michelle Kravat, by power of attorney **2/21/2012**

** 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 control number.