EARTHLINK INC

Reported by

FULLER S MARCE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/22/08 for the Period Ending 07/18/08

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

http://www.edgar-online.com
© Copyright 2008, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

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: February 28, 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)
FULLER S MARCE (Last) (First) (Middle)	**EARTHLINK INC [ELNK]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
MIRANT CORPORATION, 1155 PERIMETER CENTER WEST (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **7/18/2008**	
ATLANTA, GA 30338 (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)	**7/18/2008**		**M**			**949**	**7/18/2008**	**7/18/2017**	**Common Stock**	**949**	(1)	**121962** (2)	**D**	
Phantom Share Units (3)	(3)	**7/18/2008**		**A**		**949**		(3)	(11)	**Common Stock**	**949**	(3)	**122911** (4)	**D**	
Restricted Stock Units (1)	(1)	**7/20/2008**		**M**			**808**	**7/20/2008**	**7/20/2015**	**Common Stock**	**808**	(1)	**122103** (5)	**D**	
Phantom Share Units (3)	(3)	**7/20/2008**		**A**		**808**		(3)	(11)	**Common Stock**	**808**	(3)	**122911** (6)	**D**	
Restricted Stock Units (1)	(1)	**7/21/2008**		**M**			**832**	**7/21/2008**	**7/21/2014**	**Common Stock**	**832**	(1)	**122079** (7)	**D**	
Phantom Share Units (3)	(3)	**7/21/2008**		**A**		**832**		(3)	(11)	**Common Stock**	**832**	(3)	**122911** (8)	**D**	
Restricted Stock Units (9)	(9)	**7/22/2008**		**A**		**3571**		**7/22/2009**	**7/22/2018**	**Common Stock**	**3571**	(9)	**126482** (10)	**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 105,000 shares of common stock, 8,431 Restricted Stock Units and 8,531 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) Includes options to purchase 105,000 shares of common stock, 8,431 Restricted Stock Units and 9,480 Phantom Share Units.

(5) Includes options to purchase 105,000 shares of common stock, 7,623 Restricted Stock Units and 9,480 Phantom Share Units.

(6) Includes options to purchase 105,000 shares of common stock, 7,623 Restricted Stock Units and 10,288 Phantom Share Units.

(7) Includes options to purchase 105,000 shares of common stock, 6,791 Restricted Stock Units and 10,288 Phantom Share Units.

(8) Includes options to purchase 105,000 shares of common stock, 6,791 Restricted Stock Units and 11,120 Phantom Share Units.

(9) The Restricted Stock Units were acquired under the Company's Equity Plan for Non-Employee Directors in consideration of the Reporting Person's service as a director. 100% of the Restricted Stock Units vest and become exercisable on the first anniversary date of the date of grant. Vested Restricted Stock Units will be converted and distributed to the Reporting Person, without payment, in shares of Common Stock on a unit-for-share basis; and the Reporting Person may elect annually 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.

(10) Includes options to purchase 105,000 shares of common stock, 10,362 Restricted Stock Units and 11,120 Phantom Share Units.

(11) Not applicable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER S MARCE **MIRANT CORPORATION** **1155 PERIMETER CENTER WEST** **ATLANTA, GA 30338**	**X**			

Signatures

/s/ S. Marce Fuller — **7/22/2008**

** 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.