EARTHLINK INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 7/23/2004 For Period Ending 7/21/2004

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

Generated by **EDGAR Online Pro**
http://pro.edgar-online.com

EDGAR Online

Contact **EDGAR Online**
Customer Service: 203-852-5666
Corporate Sales: 212-457-8200

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: January 31, 2005
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)
LUNSFORD MICHAEL C (Last) (First) (Middle)	**EARTHLINK INC [ELNK]**	_____ Director _____ 10% Owner
EARTHLINK, INC., 1375 PEACHTREE STREET (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **7/21/2004**	__ **X** __ Officer (give title below) _____ Other (specify below) **Exec VP - Products & Marketing**
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				
Restricted Stock Units (1)	(1)	**7/21/2004**		**A**		**20000**		**7/21/2006**	**7/21/2014**	**Common Stock**	**20000**	(1)	**491975** (2)	**D**	
Stock Options (3)	**$9.01**	**7/21/2004**		**A**		**40000**		**7/21/2005**	**7/21/2014**	**Common Stock**	**40000**	**$9.01**	**531975** (4)	**D**	

Explanation of Responses:

(1) The Restricted Stock Units were acquired under the Company's Stock Incentive Plan. The Restricted Stock Units vest and become exercisable 50% on the second anniversary date of the date of grant - July 21, 2006, and 25% on the next two anniversary dates of the date of grant - July 21, 2007 and July 21, 2008. 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 Deferred Compensation Plan for Directors and Certain Key Employees.

(2) Includes options to purchase 471,975 shares of common stock and 20,000 Restricted Stock Units.

(3) These options vest and become exercisable as follows: (i) 25% of the options become exercisable one year after the date of the option grant, and (ii) an additional 6.25% of the options become exercisable each quarter thereafter until fully vested.

(4) Includes options to purchase 511,975 shares of common stock and 20,000 Restricted Stock Units.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUNSFORD MICHAEL C EARTHLINK, INC. 1375 PEACHTREE STREET ATLANTA, GA 30309			**Exec VP - Products & Marketing**	

Signatures

/s/ Michael C. Lunsford

** Signature of Reporting Person

7/23/2004

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.

End of Filing

Powered By EDGAR Online

© 2005 | EDGAR Online, Inc.