

EARTHLINK INC

Reported by PRINZI CARDI M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/05/11 for the Period Ending 06/30/11

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





[] 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	2. Issuer Name and Ticker or Trading Symbol (Check all applicable) 5. Relationship of Reporting Person(s) to Issue										to Issuer		
Prinzi Cardi I	M			F	CAI	RTHLIN	NK II	NC	[EL]	NK]						
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY)									Director 10% Owner			
1375 PEACHTREE STREET														X Officer (give title below) Other (specify below) EVP, Sales and Marketing			
(Street)													6. Individual or Joint/Group Filing (Check Applicable Line)				
ATLANTA, GA 30309 (City) (State) (Zip)													X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table 1	I - Non-I	Deriv	ativ	ve Securit	ties Ac	cquir	red, D	ispo	sed o	f, or	Beneficiall		•	<u></u>	-
1.Title of Security 2.				2. Tr Date	ans.	2A. Deemed Execution Date, if	Code	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) Disposed of ((Instr. 3, 4 and		Follow		unt of Securities Beneficially Owned ng Reported Transaction(s)			Beneficial Ownership
						any	Code	e V	Amoun	(A) or (D)						or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock (1)					30/2011		M		10000	A	(1)		10000			D	
Common Stock (2)					30/2011		F		3575	D	(2)	6425			D		
Tab	le II - Dei	rivative	Securition	es Be	enef	icially Ov	vned ((e.g.	, puts	s, cal	lls, w	arraı	nts, options	, convert	ible secur	rities)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans.	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) Disposed of (Instr. 3, 4 an	or D)	6. Date Exercisable and Expiration Date			7. Title and An Securities Und Derivative Sec (Instr. 3 and 4)		Amount of nderlying ecurity		9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(D)	Date Exe	e ercisab		ration	Title	N	mount or umber of hares		(s) (Instr. 4)	7)	
Restricted Stock Units (1)	(1)	6/30/2011		M		10000	6/30	0/2011	7/21	/2019	Comr Stoc		10000	(1)	80750	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.

Reporting Owners

Paperting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Prinzi Cardi M 1375 PEACHTREE STREET ATLANTA, GA 30309			EVP, Sales and Marketing					

Signatures

/s/ Michelle Kravat, by power of attorney

7/5/2011

** 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.