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YAHOO INC

Filed by

LEGG MASON CAPITAL MANAGEMENT INC

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/14/08

Address	YAHOO! INC. 701 FIRST AVENUE SUNNYVALE, CA 94089
Telephone	4083493300
CIK	0001011006
Symbol	YHOO
SIC Code	7373 - Computer Integrated Systems Design
Industry	Advertising
Sector	Technology
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G
Rule 13d-102

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Yahoo! Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

984332106

(CUSIP Number)

12/31/2007

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:
|X| Rule 13d-1 (b)
|_| Rule 13d-1 (c)
|_| Rule 13d-1 (d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 984332106

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(1) Names of reporting persons.

Legg Mason Capital Management, Inc.

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(2) Check the appropriate box if a member of a group (see instructions) (a)|X| (b)|_|

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(3) SEC use only.

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(4) Citizenship or place of organization.

Maryland

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power:
-0-

(6) Shared voting power:
83,843,501

(7) Sole dispositive power:
-0-

(8) Shared dispositive power:
83,843,501

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(9) Aggregate amount beneficially owned by each reporting person.

83,843,501

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(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions). |_|

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(11) Percent of class represented by amount in Row 9.

6.27%

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(12) Type of reporting person (see instructions).

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CUSIP No. 984332106

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(1) Names of reporting persons.

LMM LLC

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(2) Check the appropriate box if a member of a group (see instructions) (a)|X| (b)|_|

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(3) SEC use only.

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(4) Citizenship or place of organization.

Delaware

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power:
-0-

(6) Shared voting power:
8,200,000

(7) Sole dispositive power:
-0-

(8) Shared dispositive power:
8,200,000

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(9) Aggregate amount beneficially owned by each reporting person.

8,200,000

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(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions). |_|

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(11) Percent of class represented by amount in Row 9.

0.61%

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(12) Type of reporting person (see instructions).

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Item 1(a). Name of Issuer:

Yahoo! Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

701 First Avenue
Sunnyvale, CA 94089

Item 2(a). Name of Person Filing:

Legg Mason Capital Management, Inc.
LMM LLC

Item 2(b). Address or Principal Business Office or, If None, Residence:

100 Light Street
Baltimore, MD 21202

Item 2(c). Citizenship:

Delaware, Maryland

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP No.:

984332106

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or
(c), Check Whether the Person Filing is a:

(a) |_| Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) |_| Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) |_| Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) |_| Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) |_| An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E);

(f) |_| An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);

(g) |_| A parent holding company or control person in accordance with ss.240.13d- 1(b)(1)(ii)(G);

(h) |_| A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) |_| A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) |X| Group, in accordance with ss. 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. |_|

Item 4. Ownership

(a) Amount beneficially owned:

92,043,501

(b) Percent of class:
6.89%

(c) Number of shares as to which such person has:
(i) Sole power to direct the vote -0-

(ii) Shared power to direct the vote 92,043,501

(iii) Sole power to dispose or direct the disposition of -0-

(iv) Shared power to dispose or direct the disposition of 92,043,501

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following |_|

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Various accounts managed by the investment advisers identified in Item 8 have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of shares of the issuer. No such account holds more than 5% of the shares outstanding.

Item 7. Identification and Classification of the Subsidiary Which Acquired the
Security Being Reported on by the Parent Holding Company or Control Person.

n/a

Item 8. Identification and Classification of Members of the Group.

Legg Mason Capital Management, Inc. - investment adviser LMM, LLC - investment adviser

Item 9. Notice of Dissolution of Group.

n/a

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Legg Mason Capital Management, Inc.

Date: 02/14/2008

/s/ Nicholas C. Milano
Name: Nicholas C. Milano
Title: Chief Compliance Officer

LMM, LLC

Date: 02/14/2008

/s/ Nicholas C. Milano
Name: Nicholas C. Milano
Title: Chief Compliance Officer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, Provided, however, That a power of attorney for this purpose which is already on file with the Commission may be incor porated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001). (Secs. 3(b), 13(d)(1), 13(d)(2),
13(d)(5), 13(d)(6), 13(g)(1), 13(g)(2), 13(g)(5), 23, 48 Stat. 882, 894, 901; sec. 203(a), 49 Stat. 704; sec. 8, 49 Stat. 1379; sec. 10, 78 Stat. 88a; sec. 2, 82 Stat. 454; secs. 1, 2, 84 Stat. 1497; secs. 3, 10, 18, 89 Stat. 97, 119, 155; secs. 202, 203, 91 Stat. 1494, 1498, 1499; (15 U.S.C. 78c(b), 78m(d)(1), 78m(d)(2), 78m(d)(5), 78m(d)(6), 78m(g)(1), 78m(g)(2), 78m(g)(5), 78w)) [43 FR 18499, Apr. 28, 1978, as amended at 43 FR 55756, Nov. 29, 1978; 44 FR 2148, Jan. 9, 1979; 44 FR 11751, Mar. 2, 1979; 61 FR 49959, Sept. 24, 1996; 62 FR 35340, July 1, 1997; 63 FR 2867, Jan. 16, 1998; 63 FR 15287, Mar. 31, 1998]