# YAHOO INC

Reported by

**BIONDI FRANK**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/05/10 for the Period Ending 12/31/09

| | |
|---|---|
| Address | YAHOO! INC.<br>701 FIRST AVENUE<br>SUNNYVALE, CA 94089 |
| Telephone | 4083493300 |
| CIK | 0001011006 |
| Symbol | YHOO |
| SIC Code | 7373 - Computer Integrated Systems Design |
| Industry | Advertising |
| Sector | Services |
| 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**

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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. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **BIONDI FRANK**<br>(Last) (First) (Middle) | **YAHOO INC [ YHOO ]** | __ **X** __ Director _____ 10% Owner |
| **C/O WATERVIEW ADVISORS, 110 N. ROCKINGHAM AVENUE**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**12/31/2009** | _____ Officer (give title below) _____ Other (specify below) |
| **LOS ANGELES, CA 90049**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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 | | | |
| **Common Stock** | **12/31/2009** | | **A** | | **1191** (1) | **A** | **$0** | **16191** | **D** | |

**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 | | | | |

**Explanation of Responses:**

**( 1)** These shares represent restricted stock units granted under the Yahoo! Inc. 1996 Directors' Stock Plan, which permits directors to elect to receive payment of directors' fees in the form of options or restricted stock units. Each restricted stock unit represents the right to receive one share of Yahoo! common stock. These units are fully vested on the grant date of 12/31/09. These units will generally be paid in an equivalent number of shares of common stock on the earlier of the date the director's service terminates and the third anniversary of the date of grant.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **BIONDI FRANK**<br>**C/O WATERVIEW ADVISORS**<br>**110 N. ROCKINGHAM AVENUE**<br><br>**LOS ANGELES, CA 90049** | **X** | | | |

**Signatures**

| | |
|---|---|
| **/s/ Frank J. Biondi** | **1/5/2010** |
| ** 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.