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YAHOO INC

Reported by

DIBBLE DAVID

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 07/23/12 for the Period Ending 07/12/12

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

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FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
Dibble David	**7/12/2012**	**YAHOO INC [YHOO]**
(Last) (First) (Middle) **YAHOO! INC., 701 FIRST AVENUE**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner ___ **X** ___ Officer (give title below) _____ Other (specify below) **EVP, Technology & Operations /**	
(Street) **SUNNYVALE, CA 94089** (City) (State) (Zip)	5. 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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	**60845**	**D**	
Common Stock	**3040** (1)	**D**	
Common Stock	**12204** (2)	**D**	
Common Stock	**24410** (3)	**D**	
Common Stock	**21887** (4)	**D**	
Common Stock	**20360** (5)	**D**	
Common Stock	**30545** (6)	**D**	
Common Stock	**200000** (7)	**D**	
Common Stock	**63490** (8)	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)							
1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(9)	**1/30/2016**	**Common Stock**	**150000**	**$11.73**	**D**	
Employee Stock Option (right to buy)	(10)	**2/25/2016**	**Common Stock**	**26690**	**$12.48**	**D**	
Employee Stock Option (right to buy)	(11)	**2/25/2017**	**Common Stock**	**78780**	**$15.24**	**D**	
Employee Stock Option (right to buy)	(12)	**2/25/2018**	**Common Stock**	**100180**	**$16.50**	**D**	
Employee Stock Option (right to buy)	(13)	**2/27/2019**	**Common Stock**	**251890**	**$14.86**	**D**	

Explanation of Responses:

(1) Represents a grant of restricted stock units under the Yahoo! Inc. 1995 Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. ("Company") common stock. Subject to accelerated vesting in certain circumstances, all of the units are scheduled to vest on February 25, 2013 as long as the reporting person remains in the service of the Company through the vesting date.

(2) Represents a grant of restricted stock units under the Yahoo! Inc. 1995 Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. common stock. Subject to accelerated vesting in certain circumstances, one-half of the units is scheduled to vest on February 25, 2013, with the remainder vesting on February 25, 2014, as long as the reporting person remains in the service of the Company through the respective vesting date.

(3) Represents a grant of performance-based restricted stock units. The target number of units subject to the award is presented in the table. Subject to certain continued employment requirements and subject to accelerated vesting in certain circumstances, the units are scheduled to vest following February 25, 2013 if the Company meets certain total shareholder return objectives. The number of units that vest may be 0% to 200% of the target number of units, depending upon performance. The maximum number of units that may vest is 48,820 (200% of the target number). Vested restricted stock units will be paid in an equal number of shares of Yahoo! Inc. common stock.

(4) Represents a grant of restricted stock units under the Yahoo! Inc. 1995 Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. common stock. Subject to accelerated vesting in certain circumstances, all of the units are scheduled to vest on February 25, 2013 as long as the reporting person remains in the service of the Company through the vesting date.

(5) Represents a grant of restricted stock units under the Yahoo! Inc. 1995 Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. common stock. Subject to accelerated vesting in certain circumstances, one-half of the units is scheduled to vest on February 25, 2013, with the remainder vesting on February 25, 2014, as long as the reporting person remains in the service of the Company through the respective vesting date.

(6) Represents a grant of restricted stock units under the Yahoo! Inc. 1995 Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. common stock. Subject to accelerated vesting in certain circumstances, all of the units are scheduled to vest on February 25, 2014 as long as the reporting person remains in the service of the Company through the vesting date.

(7) Represents a grant of restricted stock units under the Yahoo! Inc. 1995 Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. common stock. Subject to accelerated vesting in certain circumstances, all of the restricted stock units are scheduled to vest on October 25, 2013, as long as the reporting person remains in the service of the Company through the vesting date.

(8) Represents a grant of restricted stock units under the Yahoo! Inc. 1995 Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. common stock. Subject to accelerated vesting in certain circumstances, one-third of the units is scheduled to vest on February 27, 2013, with the remainder vesting in equal annual installments thereafter through February 27, 2015, as long as the reporting person remains in the service of the Company through the respective vesting date.

(9) Seven-eighths of this option is currently exercisable. Subject to accelerated vesting in certain circumstances, the remainder of the option is scheduled to become exercisable on December 3, 2012, as long as the reporting person remains in the service of the Company through the vesting date.

(10) Three-fourths of this option is currently exercisable. Subject to accelerated vesting in certain circumstances, the remainder of the option is scheduled to become exercisable on February 25, 2013, as long as the reporting person remains in the service of the Company through the vesting date.

(11) One-half of this option is currently exercisable. Subject to accelerated vesting in certain circumstances, an additional one-fourth of the option is scheduled to become exercisable on February 25, 2013, with the remainder becoming exercisable on February 25, 2014, as long as the reporting person remains in the service of the Company through the vesting date.

(12) One-third of this option is currently exercisable. Subject to accelerated vesting in certain circumstances, an additional one-third of the option is scheduled to become exercisable on February 25, 2013, with the remainder becoming exercisable on February 25, 2014, as long as the reporting person remains in the service of the Company through the vesting date.

(13) Subject to accelerated vesting in certain circumstances, one-third of this option is scheduled to become exercisable on February 27, 2013, with the reminder becoming exercisable in equal annual installments thereafter through February 27, 2015, as long as the reporting person remains in the service of the Company through the respective vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dibble David **YAHOO! INC.** **701 FIRST AVENUE** **SUNNYVALE, CA 94089**			**EVP, Technology & Operations**	

Signatures

/s/ Timothy R. Morse, attorney-in-fact for David Dibble — **7/23/2012**

** 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 5(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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Ronald S. Bell, Timothy R. Morse and Aman S. Kothari, signing singly, his true and lawful attorney-in-fact
to:

(1) Execute for and on behalf of the undersigned Forms 3, 4 and 5 with respect to securities of Yahoo! Inc., in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended and the rules thereunder (the "1934 Act");

(2) Perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority, including the execution of an application for EDGAR codes on Form ID; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney- in-fact full power and authority to do and perform each and every act whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully as such attorney-in-fact could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with
Section 16 of the 1934 Act.

This Power of Attorney shall be effective as of the date written below, and unless sooner revoked, shall terminate upon the fifth (5th) anniversary of the date written below.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of 10 July, 2012.

Signature: /s/ David Dibble
Print Name: David Dibble