

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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REPORTING OWNER

Kothari Aman S

CIK: **1478096**

Type: **4** | Act: **34** | File No.: **000-28018** | Film No.: **13663010**

Mailing Address
701 FIRST AVENUE
SUNNYVALE CA 94089

ISSUER

YAHOO INC

CIK: **1011006** | IRS No.: **770398689** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7373** Computer integrated systems design

Mailing Address
701 FIRST AVENUE
SUNNYVALE CA 94089

Business Address
YAHOO! INC.
701 FIRST AVENUE
SUNNYVALE CA 94089
4083493300

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	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Kothari Aman S			2. Issuer Name and Ticker or Trading Symbol YAHOO INC [YHOO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Global Controller & CAO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013					
C/O YAHOO! INC., 701 FIRST AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
SUNNYVALE, CA 94089								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	02/28/2013		A		19,508 ⁽¹⁾	A	\$ 0	108,123	D	
Common Stock	02/28/2013		A		19,508 ⁽²⁾	A	\$ 0	127,631	D	
Common Stock	02/28/2013		S		4,954 ⁽³⁾	D	\$21.3414	122,677	D	
Common Stock	02/28/2013		M		28,387	A	\$16.5	151,064	D	
Common Stock	02/28/2013		M		31,487	A	\$14.86	182,551	D	
Common Stock	02/28/2013		S		59,874 ⁽⁴⁾	D	\$21.5005	122,677	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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						Amount or Number of Shares
Employee Stock Option	\$16.5	02/28/2013		M		28,387		⁽⁵⁾	02/25/2018	Common Stock	28,387	⁽²⁾	14,193	D	

(right to buy)															
Employee Stock Option (right to buy)	\$14.86	02/28/2013		M		31,487	(6)	02/27/2019	Common Stock	31,487	(7)	62,973		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. (the "Company") common stock. Subject to accelerated vesting in certain circumstances, one-fourth (1/4) of the restricted stock units are scheduled to vest on the first anniversary of the date of grant, with the remainder vesting in 36 equal monthly installments thereafter, as long as the reporting person remains in the service of the Company through the respective vesting date.
2. Represents a grant of performance-based restricted stock units under the Yahoo! Inc. 1995 Stock Plan. The target number of units is presented in the table above. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, one-fourth (1/4) of the target number of units are scheduled to vest annually, following each of the 2013, 2014, 2015 and 2016 annual performance periods. Each year, the number of units that actually vest will be 0% to 200% of the scheduled amount, depending on the Company's performance. The maximum number of units that may vest over four years is 39,016 (200% of the target number). Vested restricted stock units will be paid in an equal number of shares of Yahoo! Inc. common stock.
3. This transaction was executed in multiple trades during the day at prices ranging from \$21.341 to \$21.345. The price reported above reflects the weighted-average sales price of \$21.341374. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
4. This transaction was executed in multiple trades during the day at prices ranging from \$21.50 to \$21.51. The price reported above reflects the weighted-average sales price of \$21.500534. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
5. Subject to accelerated vesting in certain circumstances, one-third (1/3) of this stock option vests and becomes exercisable on each of the first, second, and third anniversaries of the date of grant, February 25, 2011, as long as the reporting person remains in the service of the Company through the respective vesting date.
6. Subject to accelerated vesting in certain circumstances, one-third (1/3) of this stock option vests and becomes exercisable on each of the first, second, and third anniversaries of the date of grant, February 27, 2012, as long as the reporting person remains in the service of the Company through the respective vesting date.
7. Not applicable.

Signatures

/s/ Aman S. Kothari
 ** Signature of Reporting Person

03/04/2013
 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 Number.