_	FORM	4		U	NITED 9	STATES SI		RITIES AN ashington, I			NGE COMMIS	SSIC	DN		ON	MB APPROVA	L	
	Check this box if no to Section 16. Form 4 obligations may con Instruction 1 (Print or Type Res	l or F itinue (b).	orm 5 . See	:	Filed purs Section	suant to Sec 17(a) of the	IN ction e Pub	16(a) of the lic Utility H	CIAL Securit	L O ies E: Comj	WNERSHII xchange Act of pany Act of 193 Act of 1940	1934			Exp Est	IB Number: 3235- pires: PENDING imated average bu response 0.5		ours
1.	Name and Address Yah	s of Re 100! II			2.			nd Ticker of c. (NTOP)	r Tradin	ig Syr	mbol			6.	Relation applical Direc	ble)		s) to Issuer (Check all 10% Owner
	(Last) 701 First Avenue		(First)	(Middle)	3.		g Pers	cation Numb son (volunta		4.	Statement for M 12/2001	Mont	th/Year		Offic (give	cer : title below)		Other (specify below)
	Sunnyvale,	((Street) California	94089						5.	If Amendment, (Month/Year)	, Dat	te of Original	7.	(Check X Form Form	ual or Joint/Group F Applicable Line) m filed by One Rep n filed by More thar porting Person	orting 1	Person
	(City)		(State)	(Zip)	Та	ble I — No	on-De	erivative Se	curities	Acq	uired, Dispose	d of,	or Beneficial	ly Ov	vned			
1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/ Day/ Yea		Transac (Instr. 8	ction Code 5)	4.	Securities of (D) (Instr. 3, 4	•	ed (A) or Disposed	5.	Amount of S Beneficially at End of Mo (Instr. 3 and	Owr onth		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
_					Code	V		Amount	(A) c	or (D)	Price							
_	Common Stock		12/3/01		S			2,840	D		\$5.15							
_	Common Stock		12/3/01		S			2,860	D		\$5.20							
	Common Stock		12/3/01		S			2,860	D		\$5.21							
	Common Stock		12/3/01		S			4,290	D		\$5.22							
	Common Stock		12/3/01		S			1,430	D		\$5.23							
	Common Stock		12/3/01		S			1,430	D		\$5.25							

POTENTIAL PERSONS WHO ARE TO 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.

Page 1 of 28

FO	RM 4 (Continued)				Table II					sposed of, o convertible	r Beneficially Owned securities)			
1.	Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	4.	Transact (Instr. 8)	ion Code	5.		f Derivative Securities (A) or Disposed of (D) , and 5)	6.	Date Exercisable a Date (Month/Day	
							Code	v		(A)	(D)	_	Date Exercisable	Expiration Date
Dire Buy	ector Stock Option (Right to)													
_														

7.	Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of J Security (Instr. 5)	Derivative	9. Number of Deri Securities Bene Owned at End c (Instr. 4)	ficially		Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)		Nature of Indirect Beneficial Ownership (Instr. 4)
	Title Amount or Number of Shares	_							
_									
Expl	lanation of Responses:			/s/	Susan L. Decker			January 10). 2002
	ntentional misstatements or omissions of facts constitute F .C. 1001 and 15 U.S.C. 78ff(a).	ederal Criminal Violatio	ons. See 18		re of Reporting Pe	rson		Date	
	e: File three copies of this Form, one of which must be ma Instruction 6 for procedure.	nually signed. If space	is insufficient,						
									SEC 1474 (7-97
			Page 2	of 28					
	FORM 4	UNITED STATES SE	CURITIES AND EX Washington, D.C. 2	XCHANGE COMMIS 20549	SION		OMB APPROVAL		
/x/ C	FORM 4		Washington, D.C. 2 STATEMENT	20549			OMB APPROVAI		
to		CHANGES Filed pursuant to Sect Section 17(a) of the	Washington, D.C. 2 STATEMENT IN BENEFICIA	20549 OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1933	934,			287	
to	Check this box if no longer subject o Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	CHANGES Filed pursuant to Sect Section 17(a) of the Section 30(f)	Washington, D.C. 2 STATEMENT IN BENEFICIA tion 16(a) of the Secu Public Utility Holdin	OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 mpany Act of 1940	934,		OMB Number: 3235-0 Expires: PENDING Estimated average burg per response 0.5	287 len hours	íssuer (Check all
to	Check this box if no longer subject o Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b). (Print or Type Responses)	CHANGES Filed pursuant to Sect Section 17(a) of the Section 30(f) 2. Issuer Nar	Washington, D.C. 2 STATEMENT IN BENEFICIA tion 16(a) of the Secur Public Utility Holdin of the Investment Co	OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 mpany Act of 1940	934,	á	OMB Number: 3235-0 Expires: PENDING Estimated average burd per response 0.5	287 len hours	
to	Check this box if no longer subject o Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) Name and Address of Reporting Person*	CHANGES Filed pursuant to Sect Section 17(a) of the Section 30(f) 2. Issuer Nar Net2Phone e) 3. I.R.S. Ider	Washington, D.C. 2 STATEMENT IN BENEFICIA tion 16(a) of the Secur Public Utility Holdin of the Investment Co ne and Ticker or Trad e, Inc. (NTOP) trification Number of Person (voluntary)	20549 OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 pmpany Act of 1940 ling Symbol	934, or	á	OMB Number: 3235-0 Expires: PENDING Estimated average burg per response 0.5	287 len hours rson(s) to 1 <u>X</u> 10% Othe	Owner
to	Check this box if no longer subject o Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) Name and Address of Reporting Person* Yahoo! Inc. (Last) (First) (Midd	CHANGES Filed pursuant to Section 17(a) of the Section 30(f) 2. Issuer Nar Net2Phone e) 3. I.R.S. Ider Reporting	Washington, D.C. 2 STATEMENT IN BENEFICIA tion 16(a) of the Secur Public Utility Holdin of the Investment Co ne and Ticker or Trad e, Inc. (NTOP) trification Number of Person (voluntary)	20549 OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 impany Act of 1940 ding Symbol 4. Statement for M	934, or ionth/Year	- - 7. 1 (OMB Number: 3235-0 Expires: PENDING Estimated average burg per response 0.5 Relationship of Reporting Pe pplicable) _ Director Officer (give title below) ndividual or Joint/Group Fil Check Applicable Line) X Form filed by One Repor	287 len hours rson(s) to 1 <u>X</u> 10% <u>C</u> Othe (speci	o Owner r ify below)
to	Check this box if no longer subject o Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) Name and Address of Reporting Person* Yahoo! Inc. (Last) (First) (Midd 701 First Avenue	CHANGES Filed pursuant to Section 17(a) of the Section 30(f) 2. Issuer Nar Net2Phone e) 3. I.R.S. Ider Reporting	Washington, D.C. 2 STATEMENT IN BENEFICIA tion 16(a) of the Secur Public Utility Holdin of the Investment Co ne and Ticker or Trad e, Inc. (NTOP) trification Number of Person (voluntary)	20549 OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 mpany Act of 1940 ling Symbol 4. Statement for M 12/2001 5. If Amendment,	934, or ionth/Year		OMB Number: 3235-0 Expires: PENDING Estimated average burg per response 0.5 Relationship of Reporting Pe pplicable) Director Officer (give title below) ndividual or Joint/Group Fill Check Applicable Line)	287 len hours rson(s) to 1 <u>X</u> 10% <u>C</u> Othe (speci	o Owner r ify below)
to	Check this box if no longer subject o Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) Name and Address of Reporting Person* Yahoo! Inc. (Last) (First) (Midd 701 First Avenue (Street)	CHANGES Filed pursuant to Sect Section 17(a) of the Section 30(f) 2. Issuer Nar Net2Phone e) 3. I.R.S. Ider Reporting 77-039866	Washington, D.C. 2 STATEMENT IN BENEFICIA ion 16(a) of the Secur Public Utility Holdin of the Investment Co me and Ticker or Trad e, Inc. (NTOP) httfication Number of Person (voluntary) 39	20549 OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 mpany Act of 1940 ling Symbol 4. Statement for M 12/2001 5. If Amendment,	934, or ionth/Year Date of Original	7. 1 (OMB Number: 3235-0 Expires: PENDING Estimated average burg per response 0.5 Relationship of Reporting Pe pplicable) _ Director _ Officer (give title below) ndividual or Joint/Group Fil Check Applicable Line) X_ Form filed by One Repor _ Form filed by More than One Reporting Person	287 len hours rson(s) to 1 <u>X</u> 10% <u>C</u> Othe (speci	o Owner r ify below)
1. 1.	Check this box if no longer subject o Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) Name and Address of Reporting Person* Yahoo! Inc. (Midd 701 First Avenue (Last) (First) (Midd 701 First Avenue Sunnyvale, California 94089 (City) (State) (Zip) Title of Security 2. Transaction Date	CHANGES Filed pursuant to Sect Section 17(a) of the Section 30(f) 2. Issuer Nar Net2Phone e) 3. I.R.S. Ider Reporting 77-039866	Washington, D.C. 2 STATEMENT IN BENEFICIA ion 16(a) of the Secur Public Utility Holdin of the Investment Co me and Ticker or Trad e, Inc. (NTOP) htification Number of Person (voluntary) 39	20549 OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 mpany Act of 1940 ling Symbol 4. Statement for M 12/2001 5. If Amendment, (Month/Year) ies Acquired, Disposed lired (A) or Disposed	934, or ionth/Year Date of Original of, or Beneficially 5. Amount of Se Beneficially (at End of Mo	7. 1 (- - - - - - -	OMB Number: 3235-0 Expires: PENDING Estimated average burg per response 0.5 Relationship of Reporting Per pplicable) _ Director Officer (give title below) ndividual or Joint/Group Fil Check Applicable Line) X_ Form filed by One Repor Form filed by More than One Reporting Person eed es 6. Ownership Form:	287 len hours rson(s) to 1 X 10% Cspeci ing ting Person 7. Nat Own	o Owner r ify below)
1. 1.	Check this box if no longer subject o Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) Name and Address of Reporting Person* Yahoo! Inc. (Last) (First) (Midd 701 First Avenue (Street) Sunnyvale, California 94089 (City) (State) (Zip) Title of Security 2. Transaction Date	CHANGES Filed pursuant to Sect Section 17(a) of the Section 30(f) 2. Issuer Nar Net2Phone a. I.R.S. Ider Reporting 77-039868 Table I — Nor 3. Transaction Code	Washington, D.C. 2 STATEMENT IN BENEFICIA tion 16(a) of the Secur Public Utility Holdin of the Investment Co me and Ticker or Trad e, Inc. (NTOP) trification Number of Person (voluntary) 39 n-Derivative Securiti 4. Securities Acqu of (D) (Instr. 3, 4 and 5	20549 OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 mpany Act of 1940 ling Symbol 4. Statement for M 12/2001 5. If Amendment, (Month/Year) ies Acquired, Disposed lired (A) or Disposed	934, or ionth/Year Date of Original of, or Beneficially 5. Amount of Se Beneficially (7. 1 (- - - - - - -	OMB Number: 3235-0 Expires: PENDING Estimated average burg per response 0.5 Relationship of Reporting Pe pplicable) _ Director Officer (give title below) ndividual or Joint/Group Fil Check Applicable Line) X_ Form filed by One Repor Form filed by More than One Reporting Person red es 6. Ownership Form: 1 Direct (D) or Indirect (I)	287 len hours rson(s) to 1 X 10% Cspeci ing ting Person 7. Nat Own	o Owner r ify below) n ure of Indirect ieficial nership
1. 1.	Check this box if no longer subject o Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) Name and Address of Reporting Person* Yahoo! Inc. (Midd 701 First Avenue (Last) (First) (Midd 701 First Avenue Sunnyvale, California 94089 (City) (State) (Zip) Title of Security 2. Transaction Date	CHANGES Filed pursuant to Section 17(a) of the Section 30(f) 2. Issuer Nar Net2Phone e) 3. I.R.S. Ider Reporting 77-039866 Table I — Nor 3. Transaction Code (Instr. 8)	Washington, D.C. 2 STATEMENT IN BENEFICIA tion 16(a) of the Secur Public Utility Holdin of the Investment Co me and Ticker or Trad e, Inc. (NTOP) trification Number of Person (voluntary) 39 n-Derivative Securiti 4. Securities Acqu of (D) (Instr. 3, 4 and 5	20549 OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 impany Act of 1940 ding Symbol 4. Statement for M 12/2001 5. If Amendment, (Month/Year) disposed dired (A) or Disposed 5)	934, or ionth/Year Date of Original of, or Beneficially 5. Amount of Se Beneficially (at End of Mo	7. 1 (- - - - - - -	OMB Number: 3235-0 Expires: PENDING Estimated average burg per response 0.5 Relationship of Reporting Pe pplicable) _ Director Officer (give title below) ndividual or Joint/Group Fil Check Applicable Line) X_ Form filed by One Repor Form filed by More than One Reporting Person red es 6. Ownership Form: 1 Direct (D) or Indirect (I)	287 len hours rson(s) to 1 X 10% Cspeci ing ting Person 7. Nat Own	o Owner r ify below) n ure of Indirect ieficial nership
	Check this box if no longer subject o Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) Name and Address of Reporting Person* Yahoo! Inc. (Last) (First) (Midd 701 First Avenue (Last) (Street) Sunnyvale, California 94089 (City) (State) (Zip) Title of Security 2. Transaction Date (Instr. 3) (Month/ Day/ Year) (Month/ Day/ Year)	CHANGES Filed pursuant to Sect Section 17(a) of the Section 30(f) 2. Issuer Nat Net2Phone e) 3. I.R.S. Ider Reporting 77-039866 Table I — Nor 3. Transaction Code (Instr. 8) Code V	Washington, D.C. 2 STATEMENT IN BENEFICIA tion 16(a) of the Secur Public Utility Holdin of the Investment Co me and Ticker or Trad e, Inc. (NTOP) trification Number of Person (voluntary) 39 n-Derivative Securiti 4. Securities Acqu of (D) (Instr. 3, 4 and 5 Amount (A)	20549 OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 impany Act of 1940 ding Symbol 4. Statement for M 12/2001 5. If Amendment, (Month/Year) disposed dired (A) or Disposed 5)) or (D) Price	934, or ionth/Year Date of Original of, or Beneficially 5. Amount of Se Beneficially (at End of Mo	7. 1 (- - - - - - -	OMB Number: 3235-0 Expires: PENDING Estimated average burg per response 0.5 Relationship of Reporting Pe pplicable) _ Director Officer (give title below) ndividual or Joint/Group Fil Check Applicable Line) X_ Form filed by One Repor Form filed by More than One Reporting Person red es 6. Ownership Form: 1 Direct (D) or Indirect (I)	287 len hours rson(s) to 1 X 10% Cspeci ing ting Person 7. Nat Own	o Owner r ify below) n ure of Indirect ieficial nership
	Check this box if no longer subject o section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) Name and Address of Reporting Person* Yahoo! Inc. (Last) (First) (Midd 701 First Avenue (Last) (Street) Sunnyvale, California 94089 (City) (State) (Zip) Title of Security (Instr. 3) 2. Transaction Date (Instr. 3) (Month/ Day/ Year) Common Stock 12/3/01	CHANGES Filed pursuant to Sect Section 17(a) of the Section 30(f) 2. Issuer Nat Net2Phone e) 3. I.R.S. Ider Reporting 77-039866 Table I — Nor 3. Transaction Code (Instr. 8) Code V S	Washington, D.C. 2 STATEMENT IN BENEFICIA tion 16(a) of the Secur public Utility Holdin of the Investment Conner and Ticker or Trade ne and Ticker or Trade e, Inc. (NTOP) tification Number of Person (voluntary) 39 n-Derivative Securities 4. Securities Acquire of (D) (Instr. 3, 4 and 5) Amount (A: 1,430	20549 OF AL OWNERSHIP rities Exchange Act of 1 g Company Act of 1935 impany Act of 1940 ding Symbol 4. Statement for M 12/2001 5. If Amendment, (Month/Year) disposed fired (A) or Disposed 5)) or (D) Price \$5.26	934, or ionth/Year Date of Original of, or Beneficially 5. Amount of Se Beneficially (at End of Mo	7. 1 (- - - - - - -	OMB Number: 3235-0 Expires: PENDING Estimated average burg per response 0.5 Relationship of Reporting Pe pplicable) _ Director Officer (give title below) ndividual or Joint/Group Fil Check Applicable Line) X_ Form filed by One Repor Form filed by More than One Reporting Person red es 6. Ownership Form: 1 Direct (D) or Indirect (I)	287 len hours rson(s) to 1 X 10% Cspeci ing ting Person 7. Nat Own	o Owner r ify below) n ure of Indirect ieficial nership

Common Stock	12/4/01		S		7,150	D		\$5.00							
Common Stock	12/4/01		S		1,430	D		\$5.01							
Reminder: Report on a sep If the form is filed by mc * Intentinal misstatement ee 18 U.S.C. 1001 and 15	ore than one reportin s or omissions of fac	g person, <i>see</i> Inst	uction 4	l(b)(v).	ectly or indire	ctly.									(Over SEC 1474 (7-97
			NED II	N THIS FOR	M ARE NOT	REQUI	RED	HE COLLEC TO RESPON CONTROL 1	D UN	LESS THE I					
					I	Page 3 of	28								
FORM	4	U	NITED		Washington,	D.C. 205	549	IGE COMMIS	SIO	Ň		ON	IB APPROVA	L	
x/ Check this box if no lo to Section 16. Form 4 obligations may cont Instruction 1(l (Print or Type Resp	or Form 5 inue. <i>See</i> b).	I	iled pur Section	rsuant to Secti 17(a) of the 1	on 16(a) of th	ICIAL e Securiti Holding (es Ex Comp	VNERSHIP change Act of 1 any Act of 1935 Act of 1940	1934,			Exp Esti	B Number: 3235- ires: PENDING mated average bu response 0.5		ours
. Name and Address of	of Reporting Person	k	2.	Issuer Nam	e and Ticker	or Tradin	g Syr	nbol			6.			Person(s) to Issuer (Check al
Yaho	oo! Inc.			Net2Phone	, Inc. (NTOP)							applicat Direc		X	10% Owner
(Last) 701 First Avenue	(First)	(Middle)	3.		tification Num Person (volunt 9			Statement for M 12/2001	Ionth	ı/Year		Offic (give	eer title below)		Other (specify below)
Supported	(Street) California	94089						If Amendment, (Month/Year)	Date	of Original	7.	(Check X Form Form	al or Joint/Group F Applicable Line) n filed by One Rep n filed by More thar porting Person	orting 1	Person
Sunnyvale, (City)	(State)	(Zip)													
			Ta	able I — Non	-Derivative S	ecurities	Acq	iired, Disposed	l of, a	or Beneficially	y Ov	wned			
. Title of Security (Instr. 3)	2. Transaction Da	te 3.	Transa (Instr.		4. Securitie of (D) (Instr. 3,	1	d (A)	or Disposed	5.	Amount of S Beneficially at End of Mo	Owr		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
	(Month/ Day/	rear)	Code	V	Amount	(A) o	r (D)	Price		(Instr. 3 and 4	4)		(1130.4)		(11150. 4)
Common Stock	12/4/01		s		1,430	D		\$5.05							
Common Stock	12/4/01		S		2,860	D		\$5.10							
Common Stock	12/4/01		S		1,430	D		\$5.11			_				
Common Stock	12/4/01		S		1,430	D		\$5.16							
Common Stock	12/4/01		S		1,430	D		\$5.17							
Common Stock	12/4/01		s		1,410	D		\$5.25							

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

SEC 1474 (7-97)

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 4 **OMB APPROVAL** STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP /x/ Check this box if no longer subject OMB Number: 3235-0287 Expires: PENDING Estimated average burden hours per response 0.5 to Section 16. Form 4 or Form 5 obligations may continue. See 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 Instruction 1(b). Section 30(f) of the Investment Company Act of 1940 (Print or Type Responses) Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all 1. applicable) _____Director X 10% Owner Net2Phone, Inc. (NTOP) Yahoo! Inc. (Middle) I.R.S. Identification Number of (Last) (First) 3. 4. Statement for Month/Year Officer Other Reporting Person (voluntary) (give title below) (specify below) 701 First Avenue 77-0398689 12/2001 5. If Amendment, Date of Original (Month/Year) 7. Individual or Joint/Group Filing (Check Applicable Line) (Street)

	Sunnyvale,	California	94089									n filed by More than porting Person		
	(City)	(State)	(Zip)	Tat	ole I — Non-	Deriva	itive Secu	ırities Acquired	l, Disposed o	of,	or Beneficially Owned			
1.	Title of Security 2. (Instr. 3)	(Month/ Day/ Ye		. Transac (Instr. 8		of	curities A (D) str. 3, 4 a	.cquired (A) or I nd 5)	Disposed	5.	Amount of Securities 6. Beneficially Owned at End of Month (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
		χ J	,	Code	V	An	nount	(A) or (D)	Price		、 <i>,</i>			
	Common Stock	12/5/01		S		1,4	30	D	\$5.11					
	Common Stock	12/5/01		S		4,2	:70	D	\$5.25					
	Common Stock	12/5/01		S		2,8	60	D	\$5.26					
	Common Stock	12/5/01		S		2,8	60	D	\$5.30					
	Common Stock	12/5/01		S		1,4	30	D	\$5.35					
	Common Stock	12/5/01		S		1,4	30	D	\$5.36					

X Form filed by One Reporting Person

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).

** Intentinal misstatements or omissions of facts constitute Federal Crime Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

Page 5 of 28

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL FORM 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP /x/ Check this box if no longer subject OMB Number: 3235-0287 to Section 16. Form 4 or Form 5 Expires: PENDING Estimated average burden hours per response 0.5 obligations may continue. See Instruction 1(b). 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 (Print or Type Responses) 1 Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Yahoo! Inc. Net2Phone, Inc. (NTOP) Director X 10% Owner (Last) (First) (Middle) 3. I.R.S. Identification Number of 4. Statement for Month/Year Officer Other (give title below) (specify below) Reporting Person (voluntary) 77-0398689 12/2001 701 First Avenue If Amendment, Date of Original 7. Individual or Joint/Group Filing (Street) 5. (Check Applicable Line) <u>X</u> Form filed by One Reporting Person (Month/Year) Form filed by More than One Reporting Person Sunnyvale, California 94089 (City) (State) (Zip) Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2. Transaction Date 3. Transaction Code Securities Acquired (A) or Disposed Amount of Securities Ownership Form: 7. Nature of Indirect 4. 5. 6. (Instr. 3) (Instr. 8) of (D) Beneficially Owned Direct (D) or Beneficial (Instr. 3, 4 and 5) at End of Month Indirect (I) Ownership (Instr. 4) (Instr. 4) (Month/ Day/ Year) (Instr. 3 and 4) V Code Amount (A) or (D) Price 12/5/01 S Common Stock 1,430 D \$5.39 12/5/01 Common Stock S 2,860 D \$5.40 Common Stock 12/5/01 S D 1.430 \$5.41 Common Stock 12/6/01 S 2,840 D \$5.00 Common Stock 12/6/01 S 2,860 D \$5.03 Common Stock 12/6/01 s 2,860 D \$5.05

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). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(Over) SEC 1474 (7-97)

(Over) SEC 1474 (7-97)

POTENTIAL PERSONS WHO ARE TO 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.

FORM	4	U	NITED	STATES SI	Wa	RITIES AND H Ishington, D.C.	20549	NGE COMMIS	5510	N		ON	/IB APPROVAI	_	
/x/ Check this box if no l to Section 16. Form 4 obligations may con Instruction 1((Print or Type Res	l or Form 5 ttinue. <i>See</i> (b).	I	Filed pure Section	suant to Sec 17(a) of the	IN I	BENEFICI 16(a) of the Sec	AL O urities I ng Corr	WNERSHII Exchange Act of apany Act of 193 y Act of 1940	1934			Exp Esti	IB Number: 3235-0 pires: PENDING imated average burg response 0.5		ours
	of Reporting Person*		2.			nd Ticker or Tra c. (NTOP)	iding Sy	7mbol			6.	Relation applicat Direc			s) to Issuer (Check al _ 10% Owner
(Last) 701 First Avenue	(First)	(Middle)	3.		Pers	ation Number o on (voluntary)	f 4.	Statement for 1 12/2001	Mont	h/Year		Offic (give	cer title below)		Other (specify below)
Sunnyvale,	(Street) California	94089					5.	If Amendment (Month/Year)	, Dat	e of Original	7.	(Check X Forn Forn	al or Joint/Group Fil Applicable Line) n filed by One Repor 1 filed by More than porting Person	0	Person
(City)	(State)	(Zip)	Та	ble I — No	n-De	rivative Securi	ties Ac	quired, Dispose	d of,	or Beneficiall	y Ov	wned			
. Title of Security (Instr. 3)	2. Transaction Date		Transao (Instr. 8	ction Code 3)	4.	Securities Acq of (D) (Instr. 3, 4 and		A) or Disposed	5.	Amount of S Beneficially at End of Mo	Owr onth		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
	(Month/ Day/ Yea	н)	Code	V		Amount (A	A) or (E) Price	•	(Instr. 3 and	4)				
Common Stock	12/6/01		s			2,860 E		\$5.08							
Common Stock	12/6/01		S			1,430 E	1	\$5.09							
Commune Standa	12/6/01		S			2,860 E		\$5.10							
Common Stock			-			1.430 D		\$5.11							
Common Stock	12/6/01		S			,									
	12/6/01 12/6/01		s s			1,430 E		\$5.13							

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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). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

(Over) SEC 1474 (7-97)

Page 7 of 28

	FORM Check this box if no to Section 16. Form obligations may con Instruction 1	longer subject 4 or Form 5 ntinue. See		CH Filed pur Sectior	Washi STA' IANGES IN BE rsuant to Section 16(n 17(a) of the Public	ington, D.C. 20 TEMENT C ENEFICIAL a) of the Securiti Utility Holding (549 DF L O' ies E Com	xchange Act of 1934, pany Act of 1935 or			OMB APPROVA OMB Number: 3235 Expires: PENDING Estimated average bu per response 0.5	-0287	
1.		sponses) s of Reporting Person* hoo! Inc.		2.	Section 30(f) of the I . Issuer Name and Net2Phone, Inc. (I	Ticker or Tradin					Relationship of Reporting applicable) Director	Person(s) to Issuer (Che <u>X</u> 10% Owner	ck all
	(Last) 701 First Avenue	(First)	(Middle)	3.	. I.R.S. Identification Reporting Person 77-0398689		4.	Statement for Month/Yes	ar		Officer (give title below)	Other (specify below)	
	Sunnyvale,	(Street) California	94089				5.	If Amendment, Date of ((Month/Year)	Original		Individual or Joint/Group I (Check Applicable Line) X Form filed by One Rep Form filed by More tha One Reporting Person	oorting Person	
	(City)	(State)	(Zip)	Т	able I — Non-Deriv	ative Securities	s Acq	uired, Disposed of, or B	Beneficially	Dw	ned		
1.	Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Ye		Transa (Instr. Code	8) of (In	ecurities Acquire f (D) nstr. 3, 4 and 5) mount (A) o		Ber at F	nount of Sec eneficially O End of Mont Istr. 3 and 4)	vne		: 7. Nature of Indi Beneficial Ownership (Instr. 4)	rect

Common Stock	12/7/01	S	2,860	D	\$4.75		
Common Stock	12/7/01	S	1,430	D	\$4.76		
Common Stock	12/7/01	S	4,290	D	\$4.80		
Common Stock	12/7/01	S	2,860	D	\$4.81		
Common Stock	12/7/01	S	1,430	D	\$4.82		
Common Stock	12/7/01	S	1,430	D	\$4.83		

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

							Ра	ge 8 of	28								
_	FORM	4	U	NITED	STATES S		RITIES AN Ashington, D			E COMMIS	SIO	N		ON	IB APPROV	 AL	
	Check this box if no l to Section 16. Form 4 obligations may con Instruction 1((Print or Type Res	l or Form 5 itinue. <i>See</i> (b).	F	iled pur Section	suant to Sec 17(a) of the	IN ction e Pub	16(a) of the	CIAI Securit	OWI ies Exch Compan	NERSHII hange Act of 1 y Act of 1930 tt of 1940	1934	,		Exp Esti	B Number: 3235 ires: PENDING mated average b response 0.5		10urs
1.		of Reporting Person*		2.			nd Ticker or c. (NTOP)	Tradin	g Symbo	ol			6.	Relation applicab Direc	ole)		(s) to Issuer (Check all
	(Last) 701 First Avenue	(First)	(Middle)	3.		g Pers	ation Numb on (voluntar			atement for M //2001	Aontl	h/Year		Offic (give	er title below)	_	Other (specify below)
	Summala	(Street) California	94089							Amendment, Ionth/Year)	Date	e of Original	7.	(Check A X Form Form	al or Joint/Group Applicable Line) n filed by One Rep n filed by More that porting Person	porting	Person
_	Sunnyvale, (City)	(State)	(Zip)	Ta	ble I — No	on-De	erivative Sec	curities	Acquir	ed, Disposed	1 of, (or Beneficial	ly Ov				
1.	Title of Security (Instr. 3)	 Transaction Date (Month/ Day/ Yet) 		Transa (Instr. 8	ction Code 3)	4.	Securities of (D) (Instr. 3, 4		ed (A) or	r Disposed	5.	Amount of S Beneficially at End of M (Instr. 3 and	Owr onth		Ownership Form Direct (D) or Indirect (I) (Instr. 4)	1: 7	. Nature of Indirect Beneficial Ownership (Instr. 4)
		(Monul Day 16	ai)	Code	v		Amount	(A) (or (D)	Price		(IIISU. 5 allo	4)				
	Common Stock	12/7/01		S			2,860	D		\$4.85							
	Common Stock	12/7/01		S			1,430	D		\$4.90							
	Common Stock	12/7/01		S			1,410	D		\$5.00							
	Common Stock	12/10/01		S			2,500	D		\$4.60							
	Common Stock	12/10/01		S			2,500	D		\$4.65							
	Common Stock	12/10/01		S			2,500	D		\$4.69							

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). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

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

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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287 Expires: PENDING Estimated average burden hours per response 0.5

FORM 4

/x/ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

(Over) SEC 1474 (7-97)

(Over)

SEC 1474 (7-97)

1.	Name and Address Yah						Issuer Nam Net2Phone		nd Ticker or Tr c. (NTOP)	ading S	Syr	nbol			6.	Relation applicat Direc	ole)		(s) to Issuer (Check all _ 10% Owner
	(Last) 701 First Avenue		(First)	(Middle	e)			Pers	ation Number o on (voluntary)	of 4		Statement for Me	onth	n/Year		Offic (give	cer title below)		Other (specify below)
			(Street)							5		If Amendment, I (Month/Year)	Date	of Original	7.	(Check X Form	ual or Joint/Group Fil Applicable Line) n filed by One Repor 1 filed by More than	0	Person
	Sunnyvale,		California	94089													porting Person		
	(City)		(State)	(Zip)		Tab	le I — Non	-De	rivative Secur	ities A	.cqı	iired, Disposed	of, c	or Beneficial	ly Ov	vned			
1.	Title of Security (Instr. 3)	2.	Transaction Date	З		Fransacti Instr. 8)		4.	Securities Acc of (D) (Instr. 3, 4 and	•	(A)	or Disposed	5.	Amount of S Beneficially at End of M	Own		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
			(Month/ Day/ Yea	ar)	-	Code	V		Amount (A) or ((D)	Price		(Instr. 3 and	4)				
	Common Stock		12/10/01		ę	5			2,500 I)		\$4.75							
	Common Stock		12/10/01		5	5			2,500 I)		\$4.80							
	Common Stock		12/10/01		Ş	5			2,500 I)		\$4.81							
	Common Stock		12/10/01		5	5			2,500 I)		\$4.85							
	Common Stock		12/10/01		5	6			2,500 I)		\$4.95							
	Common Stock		12/11/01		5	5			3,000 I)		\$4.75							

POTENTIAL PERSONS WHO ARE TO 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.

Page 10 of 28

/v/	FORM 4	gar subject	UI			Wa ST	ashington, D. FATEME	.C. 205 NT O	49 F	NGE COMMIS WNERSHIF		DN			MB APPROVA		
	obligations may contin Instruction 1(b). (Print or Type Respon	Form 5 ue. See		iled pur Section	rsuant to Sect 117(a) of the	tion Pub	16(a) of the S	ecuritie lding C	es Ez	xchange Act of a	1934			Exp Esti	pires: PENDING imated average burg response 0.5		ours
1.	Name and Address of Yahoo			2.	Issuer Nar Net2Phon		nd Ticker or T c. (NTOP)	Trading	; Syı	nbol			6.	Relation applicab Direc	ole)		s) to Issuer (Check all _10% Owner
	(Last) 701 First Avenue	(First)	(Middle)	3.		Pers	ation Number son (voluntary		4.	Statement for M 12/2001	/lont	h/Year		Offic (give	cer title below)		Other (specify below)
	Sunnyvale,	(Street) California	94089						5.	If Amendment, (Month/Year)	Dat	e of Original	7.	(Check A X Form Form	ial or Joint/Group Fil Applicable Line) n filed by One Repor n filed by More than porting Person	0	Person
	(City)	(State)	(Zip)	Та	able I — No	n-De	erivative Secu	urities .	Acq	uired, Disposed	l of,	or Beneficiall	y Ov	wned			
	Title of Security 2 (Instr. 3)	2. Transaction Date		Transa (Instr.	action Code 8)	4.	Securities A of (D) (Instr. 3, 4 a		1 (A) or Disposed	5.	Amount of S Beneficially at End of Mo	Owr onth		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
		(Month/ Day/ Yea	ar)	Code	V		Amount	(A) or	(D)	Price		(Instr. 3 and	4)				
	Common Stock	12/11/01		s			1,500	D		\$4.76							
	Common Stock	12/11/01		s			1,500	D		\$4.78							
	Common Stock	12/11/01		S			6,000	D		\$4.80							
	Common Stock	12/11/01		s			8,000	D		\$4.85							
	Common Stock	12/12/01		S			1,500	D		\$4.68							
	Common Stock	12/12/01		S			7,500	D		\$4.75							

POTENTIAL PERSONS WHO ARE TO 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.

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FORM	4				Washington,							OM	B APPR	OVAL	
/ Check this box if no lo to Section 16. Form 4			СН	ANGES	IN BENEF			NERSHIP	•				B Number:		87
obligations may cont Instruction 1(inue. See	Fil	ed purs	uant to Sect	ion 16(a) of the	Securiti	es Exc	hange Act of 1	934.			Estir	res: PENDI nated avera response	ige burde	en hours
(Print or Type Resp		S	ection	17(a) of the	Public Utility F of the Investme	Iolding (Compa	ny Act of 1935	5 or			per r	esponse	0.5	
	of Reporting Person* 00! Inc.		2.		ne and Ticker o e, Inc. (NTOP)	r Tradin	g Sym	ool			6.	Relations applicabl Directe	e)	orting Per	son(s) to Issuer (Check) <u>X</u> 10% Owner
(Last) 701 First Avenue	(First)	(Middle)	3.		tification Numl Person (volunta 9			tatement for M 2/2001	1onth/Ye	ear		Office (give t	er itle below)		Other (specify below)
	(Street)							f Amendment, Month/Year)	Date of	Original	7.	(Check A X Form	al or Joint/G Applicable L filed by On	ine) e Reporti	
Sunnyvale,	California	94089											filed by Mo orting Perso		
(City)	(State)	(Zip)	Ta	ble I — Nor	-Derivative Se	curities	Acqui	red, Disposed	l of, or I	Beneficiall	y Ow	ned			
Title of Security (Instr. 3)	2. Transaction Date	(Fransac Instr. 8		4. Securities of (D) (Instr. 3, 4	-	d (A)	or Disposed	Be at	nount of S meficially End of Mo	Own onth		Ownership Direct (D) Indirect (I) (Instr. 4)		 Nature of Indirect Beneficial Ownership (Instr. 4)
	(Month/ Day/ Yea	·	Code	V	Amount	(A) o	r (D)	Price	(Ir	ıstr. 3 and	4)				
Common Stock	12/12/01	S	5		7,000	D		\$4.80							
Common Stock	12/12/01	S	5		1,500	D		\$4.81							
Common Stock	12/12/01	S	5		1,500	D		\$4.82							
Common Stock	12/12/01	S	5		1,000	D		\$4.95							
Common Stock	12/13/01	5	5		1,500	D		\$4.72							
Common Stock	12/13/01	S	5		2,500	D		\$4.75							
eminder: Report on a sep If the form is filed by mo * Intentinal misstatement ee 18 U.S.C. 1001 and 15	ore than one reporting p is or omissions of facts	oerson, <i>see</i> Instruc constitute Federa POTENTIAL	ction 4 l Crime PERS ED IN	b)(v). Violations. ONS WHO THIS FOR	-	SPOND '	RED	TO RESPONE	D UNLE	ESS THE					(Ov SEC 1474 (7-5
					Ра	ige 12 of	28								
FORM	4	UNI	TED S	STATES SE	CURITIES AI Washington,	D.C. 205	49	GE COMMIS	SION			OM	B APPR	OVAL	
/ Check this box if no lo to Section 16. Form 4 obligations may cont Instruction 1(l	or Form 5 tinue. <i>See</i>		ed purs ection	uant to Sect 17(a) of the	STATEMI IN BENEF	Securiti	OW es Exc Compa	hange Act of 1 ny Act of 1935	1934,			Expi Estir	3 Number: res: PENDI nated avera response	ING Ige burde	
(Print or Type Resp	oonses)		S	ection 30(f)	of the Investm	ent Com	pany A	.ct of 1940							
	of Reporting Person* 00! Inc.		2.		ne and Ticker o e, Inc. (NTOP)	r Tradin	g Sym	ool			6.	Relations applicabl Direct	e)	orting Per	son(s) to Issuer (Check X 10% Owner
(Last) 701 First Avenue	(First)	(Middle)	3.		tification Numl Person (volunta 9			tatement for M 2/2001	Ionth/Ye	ear		Office (give t	er itle below)		Other (specify below)
	(Street)							f Amendment, Month/Year)	Date of	Original	7.	(Check A X Form	pplicable L filed by On	ine) e Reporti	-
Sunnyvale,	California	94089											filed by Mo orting Perso		

(Zip)

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

1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/ Day/ Year)	3.	Transact (Instr. 8)	ion Code	4.	Securities of (D) (Instr. 3, 4	Acquired (A) or I and 5)	Disposed	5.	Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
			(noniti Day, real)		Code	v		Amount	(A) or (D)	Price		(mout o und 1)				
	Common Stock		12/13/01		S			5,500	D	\$4.80						
	Common Stock		12/13/01		S			3,000	D	\$4.82						
	Common Stock		12/13/01		S			6,000	D	\$4.85						
	Common Stock		12/13/01		S			1,500	D	\$4.87						
	Common Stock		12/14/01		S			1,500	D	\$4.76						
	Common Stock		12/14/01		S			8,000	D	\$4.80						
R	minder: Report on a se	nara	te line for each class of secur	itios h	onoficiall	v owned di	ractl	v or indirec	tly.							(Over)

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). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(Over) SEC 1474 (7-97)

POTENTIAL PERSONS WHO ARE TO 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.

					Pa	ige 13 o	f 28								
FORM	4	UN	ITED ST	FATES SE	CURITIES A Washington,	D.C. 20	549	GE COMMIS	SSION			ON	IB APPROVA	L	
/x/ Check this box if no l to Section 16. Form 4 obligations may com Instruction 1((Print or Type Resp	or Form 5 tinue. <i>See</i> b).		led pursu Section 1	ant to Secti 7(a) of the 3	STATEM N BENEF on 16(a) of the Public Utility I of the Investm	[CIA] Securi Iolding	L OW ties Exc Compa	hange Act of ny Act of 193	1934,			Exp Esti	B Number: 3235- ires: PENDING mated average bu response 0.5		nours
	of Reporting Person* oo! Inc.				e and Ticker o , Inc. (NTOP)	r Tradii	ng Sym	bol				Relatior applicat Direc	ole)		(s) to Issuer (Check al
(Last) 701 First Avenue	(First)	(Middle)			tification Num Person (volunt 9			tatement for 1 2/2001	Month/Ye	ear		Offic (give	er title below)		Other (specify below)
Sunnyvale,	(Street) California	94089						f Amendment Month/Year)	, Date of	Original		(Check X Forr Forn	aal or Joint/Group F Applicable Line) n filed by One Repo n filed by More than porting Person	orting	Person
(City)	(State)	(Zip)	Tabl	le I — Non	-Derivative Se	curitie	s Acqui	red, Dispose	d of, or I	Beneficially	Ow	ned			
. Title of Security (Instr. 3)	2. Transaction Date		Transacti (Instr. 8)	ion Code	4. Securities of (D) (Instr. 3, 4	•		or Disposed	Be at	nount of Se meficially C End of Mor)wne 1th		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
	(Month/ Day/ Yea	·	Code	v	Amount	(A)	or (D)	Price	_ (11	istr. 3 and 4)				
Common Stock	12/14/01		s		3,000	D		\$4.83							
Common Stock	12/14/01		s		1,500	D		\$4.84							
Common Stock	12/14/01		s		1,500	D		\$4.85							
Common Stock	12/14/01		S		4,500	D		\$4.90							
Common Stock	12/17/01		S		1,500	D		\$4.80							
Common Stock	12/17/01		S		1,500	D		\$4.85							

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). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations.

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FORM 4

/x/ Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Washington, D.C. 20549

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: PENDING Estimated average burden hours per response 0.5

(Over) SEC 1474 (7-97)

	(Print or Type Respo	nses)			17(a) of the Pi Section 30(f) of					35 or						
1.	Name and Address of Yahoo	1 0	k	2.	Issuer Name Net2Phone, 1		r Tradinş	ş Syı	mbol			6.	Relatior applicat Direc	ole)		s) to Issuer (Check all 10% Owner
	(Last) 701 First Avenue	(First)	(Middle)	3.		fication Numb erson (volunta		4.	Statement for 12/2001	Mon	th/Year		Offic (give	er title below)		Other (specify below)
	Sunnyvale,	(Street) California	94089					5.	If Amendmer (Month/Year)		te of Original	7.	(Check X Forr Form	al or Joint/Group Fil Applicable Line) n filed by One Repor n filed by More than porting Person	0	lerson
								—							—	
	(City)	(State)	(Zip)	Ta	ble I — Non-l	Derivative Se	curities	Acq	uired, Dispos	ed of,	or Beneficiall	y Ov	wned			
1.	Title of Security (Instr. 3)	2. Transaction Da (Month/ Day/ Y		Transac (Instr. 8		4. Securities of (D) (Instr. 3, 4	•	d (A) or Disposed	5.	Amount of S Beneficially at End of Mo (Instr. 3 and	f Securities 6. Ownership Forr ly Owned Direct (D) or Month Indirect (I) (Instr. 4)	Direct (D) or Indirect (I)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)	
		()	Code	V	Amount	(A) 01	r (D)	Price		(.,				
	Common Stock	12/17/01		S		4,700	D		\$4.86							
	Common Stock	12/17/01		S		1,500	D		\$4.87							
	Common Stock	12/17/01		S		1,500	D		\$4.88							
	Common Stock	12/17/01		S		3,000	D		\$4.90							
	Common Stock	12/17/01		S		3,300	D		\$4.92							
	Common Stock	12/17/01		S		1,500	D		\$4.95							
_								_								

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). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

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FORM 4 /x/ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses)	Fil	W S CHANGES IN led pursuant to Section Section 17(a) of the Pul	ashington, D.C. 20 TATEMENT BENEFICIA 16(a) of the Securi	OF L OWNERSHIP ties Exchange Act of 1934, Company Act of 1935 or		OMB APPROVA OMB Number: 3235- Expires: PENDING Estimated average bu per response 0.5	0287
1. Name and Address of Reporting Person* Yahoo! Inc.		 Issuer Name a Net2Phone, Ir 	and Ticker or Tradi nc. (NTOP)	ng Symbol	ар	elationship of Reporting I plicable) Director	Person(s) to Issuer (Check all <u>X</u> 10% Owner
(Last) (First) 701 First Avenue	(Middle)		cation Number of son (voluntary)	 Statement for Month/Year 12/2001 	_	Officer (give title below)	Other (specify below)
(Street) Sunnyvale, California	94089	_		5. If Amendment, Date of Original (Month/Year)	(C <u>X</u>	dividual or Joint/Group F heck Applicable Line) Form filed by One Rep Form filed by More than he Reporting Person	orting Person
(City) (State)	(Zip)	Table I — Non-D	erivative Securitie	s Acquired, Disposed of, or Beneficiall	y Owne	d	
Title of Security 2. Transaction Date (Instr. 3) (Month/ Day/ Yea	(Transaction Code 4. (Instr. 8)	Securities Acqui of (D) (Instr. 3, 4 and 5)	red (A) or Disposed 5. Amount of S Beneficially at End of Mo (Instr. 3 and	Owned onth	s 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock 12/17/01		Code V	Amount (A)	or (D) Price \$4.96			

Common Stock	12/18/01	S	1,400	D	\$4.37	
Common Stock	12/18/01	S	1,400	D	\$4.50	
Common Stock	12/18/01	S	2,900	D	\$4.56	
Common Stock	12/18/01	S	1,500	D	\$4.60	
Common Stock	12/18/01	S	1,400	D	\$4.62	

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

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FORM	[4		UI	NITED	STATES SI	Was	AITIES AND E shington, D.C. ATEMENT	20549	NGE COMMIS	SSION			ON	MB APPROVA	L	
x/ Check this box if no 1 to Section 16. Form 4 obligations may con Instruction 1 (Print or Type Res	4 or For ntinue. S l(b).	m 5 See		iled pur Section	suant to Sec 17(a) of the	IN E	BENEFICIA 6(a) of the Secu	AL O urities E ng Com	WNERSHIE Exchange Act of 1 10 pany Act of 1930 1940	1934,			Exp Est	IB Number: 3235- pires: PENDING imated average bur response 0.5		iours
. Name and Address Yah	s of Repo hoo! Inc.	U		2.	Issuer Na Net2Phon		d Ticker or Tra . (NTOP)	ding Sy	/mbol			6.	Relation applicat Direc			s) to Issuer (Check 10% Owner
(Last) 701 First Avenue		(First)	(Middle)	3.		g Perso	ation Number of on (voluntary)	4.	Statement for M 12/2001	Month/Ye	ar		Offic (give	cer title below)		Other (specify below)
Sunnyvale,	,	reet) California	94089					5.	If Amendment, (Month/Year)	, Date of	Original	7.	(Check X Forn Forn	ual or Joint/Group F Applicable Line) n filed by One Repo n filed by More than porting Person	orting l	Person
(City)		Pt-t-)	(7:n)													
(City)	(3	State)	(Zip)	Та	ble I — No	on-Der	rivative Securi	ies Aco	quired, Disposed	d of, or E	Beneficially	y Ov	wned			
	2. Ti	ransaction Date	3.		ction Code	4.	Securities Acq of (D) (Instr. 3, 4 and	uired (A		5. An Be at	nount of So neficially (End of Mo	ecur Owr onth	ities 6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirec Beneficial Ownership (Instr. 4)
Title of Security	2. Ti		3.	Transa	ction Code	4.	Securities Acq of (D) (Instr. 3, 4 and	uired (A	A) or Disposed	5. An Be at	nount of Sonoticially (ecur Owr onth	ities 6.	Direct (D) or Indirect (I)	7.	Beneficial Ownership
Title of Security	2. Tr	ransaction Date	3.	Transa (Instr. 8	ction Code 3)	4.	Securities Acq of (D) (Instr. 3, 4 and	1ired (# 5) 1) or (D	A) or Disposed	5. An Be at	nount of So neficially (End of Mo	ecur Owr onth	ities 6.	Direct (D) or Indirect (I)	7.	Ownership
Title of Security (Instr. 3)	2. Ti (N	ransaction Date Month/ Day/ Yea	3.	Transa (Instr. a Code	ction Code 3)	4.	Securities Acq of (D) (Instr. 3, 4 and Amount (A	uired (# 5) .) or (D	A) or Disposed	5. An Be at	nount of So neficially (End of Mo	ecur Owr onth	ities 6.	Direct (D) or Indirect (I)	7.	Beneficial Ownership
Title of Security (Instr. 3) Common Stock	2. Tr (N 12 12	ransaction Date Month/ Day/ Yea 2/18/01	3.	Transa (Instr. 8 Code S	ction Code 3)	4.	Securities Acq of (D) (Instr. 3, 4 and Amount (<i>f</i> 1,400 D	nired (<i>f</i> 5) .) or (D	A) or Disposed) Price \$4.72	5. An Be at	nount of So neficially (End of Mo	ecur Owr onth	ities 6.	Direct (D) or Indirect (I)	7.	Beneficial Ownership
Title of Security (Instr. 3) Common Stock Common Stock	2. Th (N 11 11 11	ransaction Date Month/ Day/ Yea 2/18/01 2/18/01	3.	Transa (Instr. 1 Code S S	ction Code 3)	4.	Securities Acq of (D) (Instr. 3, 4 and Amount (# 1,400 D 2,800 D	nired (# 5) .) or (D	A) or Disposed) Price \$4.72 \$4.76	5. An Be at	nount of So neficially (End of Mo	ecur Owr onth	ities 6.	Direct (D) or Indirect (I)	7.	Beneficial Ownership
Title of Security (Instr. 3) Common Stock Common Stock Common Stock	2. Ti (N 11 11 12 12	ransaction Date Month/ Day/ Yea 2/18/01 2/18/01 2/18/01	3.	Transa (Instr. 8 Code S S S	ction Code 3)	4.	Securities Acq of (D) (Instr. 3, 4 and Amount (# 1,400 D 2,800 D 1,400 D	uired (# 5) .) or (D	A) or Disposed) Price \$4.72 \$4.76 \$4.77	5. An Be at	nount of So neficially (End of Mo	ecur Owr onth	ities 6.	Direct (D) or Indirect (I)	7.	Beneficial Ownership

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

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

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(f) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

Net2Phone, Inc. (NTOP)

OMB APPROVAL

OMB Number: 3235-0287 Expires: PENDING Estimated average burden hours per response 0.5

6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner

FORM 4

/x/ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1.

Name and Address of Reporting Person*

Yahoo! Inc.

SEC 1474 (7-97)

(Last 701 First Ave	·	(First)	(Middle)	3.		Pers	cation Number son (voluntary)		4. State 12/2	ement for M 001	fontl	ı/Year			es 6. Ownership Form:		Other (specify below)
		(Street)								mendment, nth/Year)	Date	e of Original	7.	(Check A	Applicable Line) n filed by One Report	0	erson
Sunnyvale,		California	94089														
(City)		(State)	(Zip)	Т	able I — No	n-De	erivative Secu	rities	Acquired	l, Disposed	of,	or Beneficiall	y Ow	vned			
1. Title of Security (Instr. 3)	r 2.	Transaction Date		Transa (Instr.	action Code 8)	4.	Securities Ac of (D) (Instr. 3, 4 an		l (A) or I	Disposed	5.	Amount of S Beneficially at End of Mc (Instr. 3 and 4	Own nth		Direct (D) or Indirect (I)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
		()	Code	v		Amount	(A) or	(D)	Price		(.,				
Common Stock		12/18/01		S			1,600	D		\$4.87							
Common Stock		12/19/01		S			1,500	D		\$4.38							
Common Stock		12/19/01		S			1,500	D		\$4.45							
Common Stock		12/19/01		S			3,000	D		\$4.55							
Common Stock		12/19/01		S			6,500	D		\$4.60							
Common Stock		12/19/01		S			1,500	D		\$4.63							

POTENTIAL PERSONS WHO ARE TO 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.

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FORM	4	UN	NITED		URITIES AN /ashington, I /TATEME	D.C. 2054	9	E COMMIS	SION			ON	1B APPROVA	L	
x/ Check this box if no to Section 16. Form 4 obligations may con Instruction 1 (Print or Type Res	4 or Form 5 atinue. <i>See</i> (b).		iled purs	ANGES IN suant to Sectior 17(a) of the Pu Section 30(f) of	BENEFI 16(a) of the blic Utility H	CIAL (Securities olding Cc	OW I s Exch	ange Act of 1 y Act of 1935	1934,			Exp Esti	B Number: 3235-(ires: PENDING mated average bur response 0.5		ours
	of Reporting Person*		2.	Issuer Name Net2Phone, I		Trading	Symb	ol		6	a	Relation pplicab Direc	nship of Reporting P ole) tor		(s) to Issuer (Check 10% Owner
(Last) 701 First Avenue	(First)	(Middle)	3.	I.R.S. Identif Reporting Per 77-0398689				atement for M	1onth/Yea	r	-	_Offic (give	er title below)		Other (specify below)
Sunnyvale,	(Street) California	94089						Amendment, Ionth/Year)	Date of O	riginal 7	(Check . X Forn Form	al or Joint/Group Fi Applicable Line) n filed by One Repo n filed by More than porting Person	rting I	Person
(City)	(State)	(Zip)	Та	ble I — Non-D	erivative Sec	curities A	lcquir	ed, Disposed	l of, or Be	neficially (Own	ied			
. Title of Security (Instr. 3)	 Transaction Date (Month/ Day/ Ye) 		Transao (Instr. 8		. Securities . of (D) (Instr. 3, 4	-	(A) o	r Disposed	Ben at E	ount of Sec eficially Ov nd of Mont r. 3 and 4)	wneo		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirec Beneficial Ownership (Instr. 4)
	, J		Code	v	Amount	(A) or ((D)	Price							
Common Stock	12/19/01		s		6,000	D		\$4.65							
Common Stock	12/20/01		s		1,500	D		\$4.45							
Common Stock	12/20/01		S		4,500	D		\$4.60							
Common Stock	12/20/01		S		1,500	D		\$4.61							
Common Stock	12/20/01		S		1,500	D		\$4.62							
Common Stock	12/20/01		s		9,500	D		\$4.65							

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).

** Intentinal misstatements or omissions of facts constitute Federal Crime Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

		LINT	FED STATES SECURITIE	S AND FY	HANGE COMMU	SION			
FORM 4		UNI	Washing	ton, D.C. 20	549	5310N		OMB APPROVA	L
/ Check this box if no long to Section 16. Form 4 or obligations may continu Instruction 1(b).	Form 5 1e. See	File Se	CHANGES IN BEN d pursuant to Section 16(a) c ction 17(a) of the Public Util	EFICIAL f the Securit ity Holding	es Exchange Act of Company Act of 193	1934,		OMB Number: 3235-0 Expires: PENDING Estimated average bur per response 0.5	
(Print or Type Respon	ses)		Section 30(f) of the Inve	estment Com	pany Act of 1940				
Name and Address of T Yahoo!			 Issuer Name and Tick Net2Phone, Inc. (NT) 		g Symbol		6.	Relationship of Reporting Papplicable) Director	erson(s) to Issuer (Check <u>X</u> 10% Owner
(Last) 701 First Avenue	(First)	(Middle)	3. I.R.S. Identification N Reporting Person (vo 77-0398689		4. Statement for M 12/2001	Month/Year		Officer (give title below)	Other (specify below)
	(Street)				5. If Amendment, (Month/Year)	, Date of Original	7.	Individual or Joint/Group Fi (Check Applicable Line) X Form filed by One Repo	rting Person
Sunnyvale,	California	94089						Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I — Non-Derivativ	ve Securities	Acquired, Disposed	d of, or Beneficiall	y Ov	vned	
Title of Security 2 (Instr. 3)	. Transaction Date (Month/ Day/ Yea	(1	nstr. 8) of (D		ed (A) or Disposed	5. Amount of S Beneficially at End of Mo	Own onth		7. Nature of Indired Beneficial Ownership (Instr. 4)
		C	ode V Amo	unt (A) c	r (D) Price				
Common Stock	12/20/01	S	1,500	D	\$4.75				
Common Stock	12/21/01	S	7,000	D	\$4.70				
Common Stock	12/21/01	S	1,400	D	\$4.85				
Common Stock	12/21/01	S	1,400	D	\$4.88				
Common Stock	12/21/01	S	1,400	D	\$4.94				
Common Stock	12/21/01	S	1,400	D	\$4.95				
eminder: Report on a separa f the form is filed by more Intentinal misstatements o <i>e</i> 18 U.S.C. 1001 and 15 U	than one reporting per or omissions of facts of	erson, <i>see</i> Instruc constitute Federal POTENTIAL	Crime Violations. PERSONS WHO ARE TO	RESPOND					(O SEC 1474 (7
		CONTAIN	ED IN THIS FORM ARE N DISPLAYS A CURREN		OMB CONTROL		FUR	м	
FORM 4		UNI	0	ton, D.C. 20	549	SSION		OMB APPROVA	L
Check this box if no long to Section 16. Form 4 or obligations may continu Instruction 1(b). (Print or Type Respon	Form 5 1e. See	File Se	d pursuant to Section 16(a) c ction 17(a) of the Public Util Section 30(f) of the Invo	f the Securit	es Exchange Act of Company Act of 193	1934.		OMB Number: 3235-0 Expires: PENDING Estimated average bur per response 0.5	
			2. Issuer Name and Tic Net2Phone, Inc. (NT		g Symbol		6.	Relationship of Reporting P applicable) Director	erson(s) to Issuer (Checl <u>X</u> 10% Owner
Name and Address of Yahoo!				Number of	4. Statement for M	Month/Year		Officer (give title below)	Other (specify below)
	(First)	(Middle)	3. I.R.S. Identification I Reporting Person (vo 77-0398689	luntary)	12/2001			(<u>B</u> ,,	(op)
Yahoo! (Last)	(First) (Street)	(Middle)	Reporting Person (vo	luntary)	12/2001 5. If Amendment, (Month/Year)	, Date of Original	7.	Individual or Joint/Group Fi (Check Applicable Line) X Form filed by One Repo Form filed by More than	ling rting Person

1. Title of Security (Instr. 3)	 Transaction Date (Month/ Day/ Year) 	3. Transaction Code (Instr. 8)	 Securities Acquired (A) or of (D) (Instr. 3, 4 and 5) 	Disposed	5. Amount of Securities 6. Ownership Form: 7. Nature of Indirect Beneficially Owned Direct (D) or Beneficial at End of Month Indirect (I) Ownership (Instr. 4) (Instr. 4)
	, , , , , , , , , , , , , , , , , , ,	Code V	Amount (A) or (D)	Price	
Common Stock	12/21/01	S	2,800 D	\$4.97	
Common Stock	12/21/01	S	1,400 D	\$5.00	
Common Stock	12/21/01	S	1,400 D	\$5.01	
Common Stock	12/21/01	S	1,800 D	\$5.05	
Common Stock	12/24/01	S	5,000 D	\$5.05	
Common Stock	12/24/01	S	2,500 D	\$5.10	

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

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FORM 4				-	TATEME	-							AB APPROVA	
/x/ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses)		ed purs	suant to Sec 17(a) of the	tion Pub	16(a) of the S	Securitie Iding C	es Ez omp	WNERSHIP schange Act of 19 pany Act of 1935 Act of 1940		,		Exp Esti	IB Number: 3235-0 pires: PENDING imated average bur response 0.5	
1. Name and Address of Reporting Person* Yahoo! Inc.		2.			nd Ticker or T	Trading	Syı	nbol			6.	Relation applicat Direc	ole)	erson(s) to Issuer (Check al <u>X</u> 10% Owner
(Last) (First) 701 First Avenue	(Middle)	3.		Pers	cation Number son (voluntary		4.	Statement for M 12/2001	ont	h/Year		Offic (give	cer title below)	Other (specify below)
(Street) Sunnyvale, California	94089						5.	If Amendment, I (Month/Year)	Date	e of Original	7.	(Check <u>X</u> Form	ial or Joint/Group Fi Applicable Line) n filed by One Repo 1 filed by More than porting Person	0
(City) (State)	(Zip)	Ta	ble I — No	n-De	erivative Secu	urities /	Acq	uired, Disposed	of,	or Beneficial	ly Ov	vned		
1. Title of Security 2. Transaction Date (Instr. 3)		ransac Instr. 8	tion Code)	4.	Securities A of (D) (Instr. 3, 4 a		l (A) or Disposed	5.	Amount of S Beneficially at End of Mo	Owr		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
(Month/ Day/ Ye	·	Code	v		Amount	(A) or	(D)	Price		(Instr. 3 and	4)		. ,	
Common Stock 12/24/01	S				2,500	D		\$5.15						
Common Stock 12/24/01	S	;			5,000	D		\$5.25						
Common Stock 12/24/01	S				2,500	D		\$5.29						
Common Stock 12/24/01	S				2,500	D		\$5.35						
Common Stock 12/26/01	S	;			1,500	D		\$5.65						
Common Stock 12/26/01	S	;			1,500	D		\$5.70						

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). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

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

OMB APPROVAL

(Over) SEC 1474 (7-97)

(Over) SEC 1474 (7-97)

FORM 4

/x/ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

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(f) of the Investment Company Act of 1940

OMB Number: 3235-0287 Expires: PENDING Estimated average burden hours per response 0.5

(Over) SEC 1474 (7-97)

1. Name and Address	of Reporting Person*		2.	Issuer Na	ne and Ticker or	Trading	Syn	ıbol	6.	 Relationship of Reporting Person(s) to Issuer (Check applicable) 					
Yah	oo! Inc.			Net2Phone, Inc. (NTOP)								Direc		<u>X</u> 10% Owner	
(Last) 701 First Avenue	(First)	(Middle)	3.		ntification Numbe Person (voluntar 39			Statement for Month/Year 12/2001				Offic (give	cer title below)	Other (specify belo	
Sunnyvale,	(Street) California	94089						If Amendment, (Month/Year)	Date	e of Original	7.	(Check X Form	ial or Joint/Group Fil Applicable Line) n filed by One Repor n filed by More than porting Person	0	rson
(City)	(State)	(Zip)	Tal	ole I — No	n-Derivative Sec	urities A	Acqu	iired, Disposed	l of,	or Beneficial	ly Ov	vned			
1. Title of Security (Instr. 3)	2. Transaction Date	e 3.	Transac (Instr. 8	tion Code)	4. Securities A of (D) (Instr. 3, 4 a		(A)	or Disposed	5.	Amount of S Beneficially at End of M	Owr		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
	(Month/ Day/ Ye	ear)	Code	v	Amount	(A) or	(D)	Price		(Instr. 3 and	4)		(1150.4)		(1150. 4)
Common Stock	12/26/01		S		1,500	D		\$5.73							
Common Stock	12/26/01		S		1,500	D		\$5.75							
Common Stock	12/26/01		S		3,000	D		\$5.97							
Common Stock	12/26/01		S		1,500	D		\$6.00							
Common Stock	12/26/01		S		4,500	D		\$6.02							
Common Stock	12/26/01		S		5,000	D		\$6.10							

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). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

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FORM 4	4	UN	ITED STA	TES SECU W	ON	OMB APPROVAL						
x/ Check this box if no lo to Section 16. Form 4 obligations may conti Instruction 1(b (Print or Type Resp	or Form 5 inue. <i>See</i>)).		led pursuan Section 17(a	GES IN t to Section) of the Pul	TATEMENT BENEFICIA a 16(a) of the Secublic Utility Holdin the Investment Co		Exp Est	OMB Number: 3235-0287 Expires: PENDING Estimated average burden hours per response 0.5				
. Name and Address o	of Reporting Person* oo! Inc.				and Ticker or Trad	ling S	ymbol		6.	Relation applicat Direc	ole)	erson(s) to Issuer (Check al <u>X</u> 10% Owner
(Last) 701 First Avenue	(First)	(Middle)	Re		ication Number of rson (voluntary)	4	Statement for Mo	nth/Year		Offic (give	cer title below)	Other (specify below)
Sunnyvale,	(Street) California	94089				5	If Amendment, D (Month/Year)	ate of Original	7.	(Check X Forn Forn	ual or Joint/Group Fil Applicable Line) n filed by One Repon n filed by More than porting Person	0
(City)	(State)	(Zip)	Table I	I — Non-D	erivative Securit	ies A	quired, Disposed o	f, or Beneficiall	y Ow	ned		
I. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Ye		Transaction (Instr. 8)	Code 4.	. Securities Acqu of (D) (Instr. 3, 4 and 5		A) or Disposed 5	5. Amount of S Beneficially at End of Mc (Instr. 3 and	Own onth		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
	(would Day 16	<i>'</i>	Code V	7	Amount (A) or (.	D) Price	(msu. 5 and	•)			
Common Stock	12/27/01		S		1,500 D		\$5.95					
Common Stock	12/27/01		s		6,000 D		\$6.20					

Common Stock	12/27/01	S	1,500	D	\$6.22	
Common Stock	12/27/01	S	2,000	D	\$6.23	
Common Stock	12/27/01	S	1,500	D	\$6.25	
Common Stock	12/27/01	S	1,500	D	\$6.28	

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

POTENTIAL PERSONS WHO ARE TO 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.

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FORM 4		UI	NITED	STATES SE	Wa	RITIES AN shington, D CATEME	.C. 20	549	NGE COMMIS	SIO	N		O	MB APPROVA	Ĺ	
x/ Check this box if no lon to Section 16. Form 4 or obligations may contin Instruction 1(b) (Print or Type Respon	r Form 5 we. <i>See</i>).		iled pur Section	suant to Sect 17(a) of the	IN 1 tion 1 Publ	BENEFI 6(a) of the ic Utility He	CIAL Securit	L O ies E Comj	♥NERSHIP schange Act of 1 bany Act of 1935 Act of 1940	934	ŀ,		Exp Est	1B Number: 3235-0 pires: PENDING imated average burg response 0.5		
. Name and Address of Yahoo			2.	Issuer Nar Net2Phone			Tradin	ig Sy	nbol			6.	Relatio applica Direc	ble)	erson(s) to Issuer (Checl <u>X</u> 10% Owner	
(Last) 701 First Avenue	(First)	(Middle)	3.	I.R.S. Ider Reporting 77-039868	Pers	ation Numbo on (voluntar		4.	Statement for M	Iont	h/Year		Offi (give	cer e title below)	Other (specify below)	
Sunnyvale,	(Street) California	94089						5.	If Amendment, (Month/Year)	Date	e of Original	7.	(Check X For Forr	ual or Joint/Group Fil Applicable Line) m filed by One Repor n filed by More than porting Person	0	
(City)	(State)	(Zip)	Та	ble I — Noi	n-De	rivative Sec	urities	Acq	uired, Disposed	of,	or Beneficiall	y Ov	wned			
Title of Security 2 (Instr. 3)	2. Transaction Date		Transa (Instr. 8	ction Code 3)	4.	Securities A of (D) (Instr. 3, 4	•	ed (A) or Disposed	5.	Amount of S Beneficially at End of Mo	Owr onth		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indire Beneficial Ownership (Instr. 4)	
	(Month/ Day/ Ye	:ar)	Code	V		Amount	(A) c	or (D)	Price		(Instr. 3 and	4)				
Common Stock	12/27/01		S			3,000	D		\$6.30							
Common Stock	12/27/01		s			1,500	D		\$6.39							
Common Stock	12/27/01		S			1,500	D		\$6.40							
Common Stock	12/28/01		s			1,500	D		\$6.25							
Common Stock	12/28/01		S			3,000	D		\$6.30							
Common Stock	12/28/01		S			5,500	D		\$6.32							
Reminder: Report on a separ * If the form is filed by more ** Intentinal misstatements See 18 U.S.C. 1001 and 15 U	rate line for each cla e than one reporting or omissions of facts	person, see Instr	eneficial uction 4	(b)(v).											((SEC 1474 (

POTENTIAL PERSONS WHO ARE TO 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.

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FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549 STATEMENT OF	OMB APPROVAL
x/ Check this box if no longer subject to Section 16. Form 4 or Form 5	CHANGES IN BENEFICIAL OWNERSHIP	OMB Number: 3235-0287 Expires: PENDING
obligations may continue. See Instruction 1(b). (Print or Type Responses)	Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 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	 Relationship of Reporting Person(s) to Issuer (Check al applicable)
Yahoo! Inc.	Net2Phone, Inc. (NTOP)	_ Director X 10% Owner

701 First Avenue				Reporting Per 77-0398689	rson (volunta	ry)	12/2001			(give	title below)	(specify below)
	(Street)					5	. If Amendmen (Month/Year)	t, Date of Origina	1 7.	(Check X For	ial or Joint/Group Fili Applicable Line) n filed by One Report	0
Sunnyvale,	California	94089								Forn	n filed by More than porting Person	-
(City)	(State)	(Zip)	Table	e I — Non-D	erivative Se	curities Ac	equired, Dispose	ed of, or Benefici	ally O	wned		
1. Title of Security (Instr. 3)	2. Transaction Dat	e 3	. Transactio (Instr. 8)	on Code 4.	Securities of (D) (Instr. 3, 4		A) or Disposed	5. Amount o Beneficial at End of 1	ly Ow	ned	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
	(Month/ Day/ Y	ear)	Code	v	Amount	(A) or (1	D) Price	(Instr. 3 au	nd 4)		(insu: 4)	(11511.4)
Common Stock	12/28/01		S		1,500	D	\$6.33					
Common Stock	12/28/01		S		4,500	D	\$6.35					
Common Stock	12/28/01		S		3,000	D	\$6.40					
Common Stock	12/28/01		S		1,000	D	\$6.50					
Common Stock	12/31/01		S		1,500	D	\$6.22					
Common Stock	12/31/01		S		1,500	D	\$6.35					

POTENTIAL PERSONS WHO ARE TO 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.

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FORM	[4	τ	JNITED) STATES S	Wa	RITIES AN ashington, 1 FATEMH	D.C. 20	549	GE COMMIS	SION			OMB APPROVAL			
/x/ Check this box if no to Section 16. Form 4 obligations may con Instruction 1 (Print or Type Res	4 or Form 5 ntinue. <i>See</i> (b).		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(f) of the Investment Company Act of 1940										OMB Number: 3235-0287 Expires: PENDING Estimated average burden hours per response 0.5			
	s of Reporting Person* noo! Inc.		2	. Issuer Na Net2Pho		nd Ticker o c. (NTOP)	r Tradir	g Symb	ool		6	appl	itionsl icable irecto	e)) to Issuer (Check al 10% Owner
(Last) 701 First Avenue	(First)	(Middle) 3		g Pers	cation Numb son (volunta			tatement for M 2/2001	Month/Year			Officer give tit	tle below)		Other specify below)
Sunnyvale,	(Street) California	94089							Amendment, Month/Year)	Date of Orig	inal 7	(Che <u>X</u> I F	eck Aj Form f Form f	or Joint/Group Fili pplicable Line) filed by One Report iled by More than rting Person	0	erson
(City)	(State)	(Zip)	т	able I — No	on-De	erivative Se	curities	Acqui	red, Disposed	l of, or Bene	ficially C	Owned				
1. Title of Security (Instr. 3)	 Transaction Date (Month/ Day/ Yet) 		. Transa (Instr.	action Code 8)	4.	Securities of (D) (Instr. 3, 4	-	ed (A) a	r Disposed	at End	nt of Secu cially Ow of Month 3 and 4)	ned]]	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	12/31/01		S			1,500	D		\$6.36							
Common Stock	12/31/01		S			1,500	D		\$6.40							
Common Stock	12/31/01		S			1,500	D		\$6.41							
Common Stock	12/31/01		s			6,000	D		\$6.45							
Common Stock	12/31/01		s			1,500	D		\$6.46							
Common Stock	12/31/01		S			3,000	D		\$6.52							

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). ** Intentinal misstatements or omissions of facts constitute Federal Crime Violations.

POTENTIAL PERSONS WHO ARE TO 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.

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FORM 4	4	514		v	ashington, D.O	C. 205	4 9	NGE COMMISS	•			ON	1B APPROVAI		
x/ Check this box if no lo to Section 16. Form 4 o obligations may conti Instruction 1(b (Print or Type Resp	or Form 5 inue. <i>See</i> 5).	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(f) of the Investment Company Act of 1940										OMB Number: 3235-0287 Expires: PENDING Estimated average burden hours per response 0.5			
. Name and Address o	of Reporting Person*		2.	Issuer Name Net2Phone, I		rading	g Sy	mbol			6.	Relation applicab Direc		rson(s) to Is <u>X</u> 10%	
(Last) 701 First Avenue	(First)	(Middle)	3.	I.R.S. Identif Reporting Pe 77-0398689	ication Number rson (voluntary)		4.	Statement for M 12/2001	lonth/Ye	ear		Offic (give	er title below)	Other (specif	fy below)
Sunnyvale,	(Street) California	94089					5.	If Amendment, I (Month/Year)	Date of	Original	7.	(Check) X Form Form	al or Joint/Group Fil Applicable Line) n filed by One Repor i filed by More than porting Person	0	
(City)	(State)	(Zip)	т	able I — Non-E	erivative Secu	rities	Acq	uired, Disposed	of, or E	Beneficiall	y Ov	wned			
. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Ye	(Transa (Instr.		. Securities Ac of (D) (Instr. 3, 4 ar		d (A) or Disposed	Be at	nount of S meficially End of Mo astr. 3 and	Owr onth		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Bene	rre of Indirect eficial nership r. 4)
	(monal 2ay) it	/	Code	V	Amount	(A) or	r (D) Price	(11	iour o unu	.,				
Common Stock	12/31/01	S	5		2,000	D		\$6.70	1,2	251,603					
teminder: Report on a sep If the form is filed by mo					tly or indirectly	 									(Ove SEC 1474 (7-9
If the form is filed by mo * Intentinal misstatements fee 18 U.S.C. 1001 and 15	s or omissions of facts													5	5EC 1474 (7-9
			ED I	N THIS FORM	ARE NOT RE	EQUII	REI	THE COLLECT) TO RESPOND B CONTROL N	UNLE	SS THE					

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