

JOHNSON DEVAL
Form 4/A
October 07, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON DEVAL

2. Issuer Name and Ticker or Trading Symbol
YP CORP [YPNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O YP.NET, INC., 4840 EAST JASMINE STREET, SUITE 105

3. Date of Earliest Transaction (Month/Day/Year)
10/07/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President and Secretary

(Street)
MESA, AZ 85205

4. If Amendment, Date Original Filed(Month/Day/Year)
10/07/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/07/2004 ⁽¹⁾ | | J | | 250,000 | A | \$ 2.08 |
| | | | | | | (1) | (1) |
| | | | | | | | 1,581,735 ⁽²⁾ |
| | | | | | | | (3) |
| | | | | | | | D ⁽²⁾ (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON DEVAL C/O YP.NET, INC. 4840 EAST JASMINE STREET, SUITE 105 MESA, AZ 85205 | X | | Vice President and Secretary | |

Signatures

/s/ Jere M. Friedman,
Attorney-in-Fact

10/07/2004

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) On October 7, 2004, the DeVal Johnson Family Trust (the "Trust"), of which the Reporting Person is Trustee, acquired 250,000 shares of the issuer's common stock in exchange for shares of a private company in which the Trust has an interest. The report as originally filed to disclose this transaction incorrectly stated the transaction date as October 1, 2004.

(2) Represents (i) 204,000 shares beneficially owned directly by the Reporting Person, (ii) 250,000 shares beneficially owned by the Trust, and (iii) 1,127,735 shares beneficially owned by Advanced Internet Marketing, Inc. ("AIM"), of which the Reporting Person is President and of which the Trust is the sole owner. The Reporting Person's minor children are the beneficiaries of the Trust. The Reporting Person disclaims beneficial ownership of shares held by the Trust and by AIM except to the extent, if any, of his pecuniary interest therein.

(3) This report correctly states the number of shares of the issuer's common stock held directly by the Reporting Person and held indirectly through AIM. The Reporting Person's previous reports on Forms 4 incorrectly showed the Reporting Person's direct holdings as 121,000 shares greater than his actual holdings, and AIM's holdings as 121,000 shares fewer than its actual holdings. The previous reports correctly showed the aggregate number of shares beneficially owned by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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