JOHNSON DEVAL Form 4 November 30, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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(b).

(Print or Type Responses)

1. Name and A JOHNSON I	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			YP CORP [YPNT]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
C/O YP.NET, INC., 4840 EAST JASMINE STREET, SUITE 105			11/30/2004	X Officer (give title Other (specify			
				below) below) Vice President and Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
MESA, AZ 85205				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	Acquired, Disposed of, or Beneficially Owne			

						. / .		•
2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	equired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Di	spose	d of	Securities	Form: Direct	Indirect
(Month/Day/Year) Execution Date, if any			Code (D)			Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
						Transaction(s)		
		C + V			ъ.	(Instr. 3 and 4)		
		Code v	Amount	(D)	Price			
11/30/2004		P	600	A	\$	1,582,875 (2)	D (2)	(2)
	(Month/Day/Year)	any (Month/Day/Year)	(Month/Day/Year) Execution Date, if Transaction Code (Month/Day/Year) (Instr. 8) Code V	(Month/Day/Year) Execution Date, if Transaction(A) or Diany Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3,	(Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D)	(Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price P 600 A \$	(Month/Day/Year) Execution Date, if any Code (D) Securities (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Code V Amount (D) Price (Instr. 3 and 4)	(Month/Day/Year) Execution Date, if any Code (D) Securities Form: Direct Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) (A) Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price P 600 A \$ 1582 875 (2) D (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title	Number		
							Lacicisable	Date		of		
					Code V	(A) (D)				Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
JOHNSON DEVAL							
C/O YP.NET, INC.	\mathbf{v}		Vice President and Corretory				
4840 EAST JASMINE STREET, SUITE 105	X		Vice President and Secretary				
MESA AZ 85205							

Signatures

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

**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) The shares were acquired by Advanced Internet Marketing, Inc. ("AIM"), of which the Reporting Person is President, pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person on March 26, 2004.
 - Represents (i) 204,000 shares beneficially owned directly by the Reporting Person, (ii) 250,000 shares beneficially owned by the DeVal Johnson Family Trust (the "Trust"), of which the Reporting Person is Trustee, and (iii) 1,128,875 shares beneficially owned by AIM, of
- (2) 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.

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

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