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SOHU COM INC
Form 5
February 08, 2002

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/ OMB Number: 3235-0362 /
/ Expires: Pending /
/ Estimated average burden /
/ hours per response..... 1.0 /
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| FORM 5 |
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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Zhang Charles

(Last) (First) (Middle)
15/F, Bright China Chang An Building, 7 jianguomennei Ave.,

(Street)
Beijing, China

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol SOHU.COM INC.(SOHU)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year December 31, 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director Officer 10% Owner Other
(give title below) (specify below)

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Chief Executive Officer &
President

7. Individual or Joint/Group Reporting

Form Filed by One Reporting Person

Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3)
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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)
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Stock options (right to buy) \$0.95 3/22/01 A

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. 4)	9. Number of Derivative Securities Beneficially Owned at End of Year
Date Exercisable	Expiration Date	Title	Amount or Number of Shares
See note 1	3/21/11	Common stock	297,500

Explanation of Responses:

(1) Options granted vest over a four-year period. 25% of the options vest on March 21, 2002. The remaining options vest ratably on a quarterly basis over the remaining term of the options, beginning one calendar quarter after March 22, 2002.

/s/ Charles Zhang 2/8/02
 Charles Zhang Date
 **Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. Sec. 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 provided is insufficient, See Instruction 6 for procedure.

