

SOHU COM INC
Form 4
May 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
Gong Yu

(Last) (First) (Middle)

LEVEL 12, SOHU.COM
INTERNET PLAZA, NO. 1 UNIT,
ZHONGGUANCUN EAST ROAD

(Street)

BEIJING, F4 100084

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOHU COM INC [SOHU]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/01/2008		S	2,806	D \$ 74.5	72,725 (2)	D
Common Stock	05/01/2008		S	1,193	D \$ 74	71,532 (2)	D
Common Stock	05/01/2008		S	25,000	D \$ 72.667	46,532 (2)	D
Common Stock	05/01/2008		S	7,532	D \$ 73.98	39,000	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 31.4	05/01/2008		X	25,000	11/17/2004 ⁽¹⁾ 11/17/2013	Common Stock 25,000
Stock Option (right to buy)	\$ 17.65	05/01/2008		X	2,749	03/30/2006 ⁽¹⁾ 03/30/2015	Common Stock 2,749
Stock Option (right to buy)	\$ 16.84	05/01/2008		X	1,250	07/27/2005 ⁽¹⁾ 07/27/2014	Common Stock 1,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gong Yu
LEVEL 12, SOHU.COM INTERNET PLAZA
NO. 1 UNIT, ZHONGGUANCUN EAST ROAD
BEIJING, F4 100084

Chief Operating Officer

Signatures

/s/ Gong Yu

05/05/2008

**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) Vest at the rate of 25% one year after the date of grant, and the remaining 75% ratably on a quarterly basis over the subsequent three-year period
- (2) Includes 29,000 Restricted Stock Units, of which 7,250 have vested as of the date of this Form

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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