SOHU COM INC
Form 5
February 04, 2003
SEC Form 5

FORM 5	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	OMB APPROVAL
[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). **[ ] Form 3 Holdings Reported** **[ ] Form 4 Transactions Reported**	Washington, D.C. 20549 **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	OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. 1.0

| 1. Name and Address of Reporting Person*
Zhang, Charles

(Last)　　　(First)
　　　　(Middle)
15/F, Tower 2, Bright China Chang An Building
7 Jianguomen Nei Avenue

(Street)
Beijing,　　100005

(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

12/2002

5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

Description　**President and Chief Executive Officer**

7. Individual or Joint/Group Filing (Check Applicable Line)

X　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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount　/ A/D　/ Price			
				/ / $			

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. Conver-sion or Exercise Price of Deri-vative Security	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable(DE) and Expiration Date(ED) (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 Beneficially Owned at End of Year Reported	10. Owner-ship Form of Deriv-ative Securit

		Day/Year)		Disposed Of (D) (Instr. 3, 4 and 5)				Transaction(s) (Instr.4)	Direct or Indirect (Instr.4
					DE / ED	Title / Amount or Number of Shares			
				A or D					
Stock option(right to buy)	$1.18	01/31/02		A	87,500	(1) / 01/30/12	**Common stock / 87,500**	$	87,500	D
Stock option(right to buy)	$1.29	06/13/02		A	132,000	06/13/02 / 06/12/12	**Common stock / 132,000**	$	132,000	D
	$					/	/	$		

Explanation of Responses:

1.Options granted vest over a four-year period. 25% of the options vest on January 31, 2003. The remaining options vest ratably on a quarterly basis over the remaining terms of the options, beginning one calendar quarter after January 31, 2003.

By: **Date:**

/s/ Charles Zhang   02/04/03

Charles Zhang

** Signature of Reporting Person   SEC 2270 (09-02)

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).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 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 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.