

SOHU COM INC
Form 4
February 07, 2011

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 *
Wang Xin

(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)
02/04/2011

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)		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)	
				Code	V Amount or Price				
Common Stock	02/04/2011		M		7,501 (1)	A \$ 17.65 (2)	70,001 (3)	D	
Common Stock	02/04/2011		M		625 (1)	A \$ 16.84 (2)	70,626 (3)	D	
Common Stock	02/04/2011		S		4,784	D \$ 84.75	65,842 (3)	D	
Common Stock	02/04/2011		S		625	D \$ 84.59	65,217 (3)	D	

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Common Stock	02/04/2011	S	2,717	D	\$ 84.22	62,500 ⁽³⁾	D
Common Stock	02/04/2011	S	16,250	D	\$ 83.89	46,250 ⁽³⁾	D
Common Stock	02/04/2011	S	10,000	D	\$ 83.1	36,250 ⁽⁶⁾	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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 17.65	02/04/2011		M	7,501 ⁽⁴⁾	03/30/2006 03/30/2014	Common Stock	7,501
Stock Option (right to buy)	\$ 16.84	02/04/2011		M	625 ⁽⁵⁾	07/27/2005 07/27/2013	Common Stock	625

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chief Operating Officer

Signatures

/s/ Wang Xin

02/07/2011

**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) Shares of common stock acquired upon exercise of options reported in Table II of this Form.
- (2) Exercise price of options.
- (3) Includes 36,250 Restricted Stock Units that were not vested as of the date of this Form.
- (4) The options vested over a four-year period from the date of grant, with 25% vesting on March 30,2006 and the balance vesting ratably on a quarterly basis, beginning one calendar quarter after March 30,2006.
- (5) The options vested over a four-year period from the date of grant, with 25% vesting on July 27,2005 and the balance vesting ratably on a quarterly basis, beginning one calendar quarter after July 27,2005.
- (6) Consists of Restricted Stock Units.

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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