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SOHU COM INC
Form 5
February 08, 2002

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| FORM 5 |
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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*

Palaschuk Derek M.

(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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7. Individual or Joint/Group Reporting (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. 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 option

\$0.86

3/22/01

A

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(right to buy)

6. Date Exer- cisable and Expiration (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 4)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned At End of Year	10. Own shi of riv Sec rit Dir (D) Ind rec
Date Exer- cisable	Expira- tion Date	Title Amount or Number of Shares			

See note 1	3/21/11	Common stock	153,000	153,000	
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Explanation of Responses:

- 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/ Derek Palaschuk 2/8/02

 Derek Palaschuk 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.

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If space provided is insufficient, See Instruction 6 for procedure.

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