SOHU COM INC Form 5 February 08, 2002

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				MB APPROVAL /			
			/ Expires: / Estimated / hours per	Pending / d average burden / response: 1.0 /			
+	+		UNITED STATES				
	ORM 5		ES AND EXCHANGE ashington, D.C.				
			-	BENEFICIAL OWNERSHIP			
L_J	Check box if no longer subject to Section 16.						
	Form 4 or Form 5 obligations may continue. See	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					
	Instruction 1(b).						
[_]	Form 3 Holdings Repor	ted					
[_]	Form 4 Transactions F	eported					
1.	Name and Address of Reporting Person*						
	Palaschuk	Derek		М.			
	(Last)	(First)		(Middle)			
	15/F, Bright China C	hang An Building,	7 jianguomennei	Ave.,			
		(Street)					
	Beijing,	China					
	(City)	(State)		(Zip)			
2.	Issuer Name and Ticke	r or Trading Symbol		(SOHU)			
3.	<pre>I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</pre>						
4.	Statement for Month/Y	•					
5.	If Amendment, Date of	Original (Month/Ye					
6.	Relationship of Repor	ting Person(s) to :					
		officer give title below)	[_] 10% Owner	[_] Other (specify below)			

7. Individual or Joint/Grou		applicable line)	
X Form Filed by One Re		rson	
Table INon-Derivative Secu			
1. Title of Security (Instr. 3)	2. Trans- 3. Trans	4. Securities or Disposed (Instr. 3,	d of (D) 4 and 5) Securities Owned at end of Issuer's
			Price (Instr. 3
* If the form is filed by mo 4(b)(v).	ore than one reporting	g person, see instruct	tion
	-1-		
(Continued) Table II B - Derivative Sec (e.g., puts, calls,		sposed of, or Benefic onvertible 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)
Stock option	\$0.86	3/22/01	A

(right to buy))					
6. Date Exer-		7. Title and	Amount of	8. Price	9. Number	10. Own
cisable and			g Securities	of	of Deriv-	shi
Expiration		(Instr. 3	and 4)	Deriv-	ative	of
(Month/Day/	/			ative	Secur-	riv
Year)				Secur-	ities	Sec
				ity	Bene-	rit
				(Instr. 4)	ficially	Dir
Data Busins Busins			Owned At End	(D) Ind		
Date Exer-	Expira- tion	Title	Amount or Number of		of Year	rec
cisable	Date	11016	Shares		or rear	160
See note 1 3/21/11 Common 153,000		153,000				
		stock				

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.

** 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.