SOHU COM INC Form 5 February 08, 2002

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		/	OMB APP			
		/ /	OMB Number Expires: Pend Estimated aver hours per resp	3235-0362 /		
F	ORM 5   +	SECURITIES AND	TTED STATES  DEXCHANGE COMMI  gton, D.C. 20549  CHANGES IN BENEF			
	obligations may continue. See	Filed pursuant to Sect Exchange Act of 193 Public Utility Holdi Section 30(f) of the I	34, Section 17(a Ing Company Act	) of the of 1935 or		
[x]	Form 3 Holdings Repor	ted				
[_]	Form 4 Transactions Re	eported				
1.	Name and Address of Reporting Person*					
	McGregor	James				
	(Last)	(First)		(Middle)		
	China W	orld Tower 2 1 Jianguome	enwai Ave.			
		(Street)				
	Beijing 100004	China				
	(City)	(State)		(Zip)		
2.	Issuer Name and Ticke	r or Trading Symbol S	SOHU.COM INC. (S	OHU)		
3.	<pre>I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</pre>					
4.	Statement for Month/Ye	ear December 31, 2001				
5.	If Amendment, Date of	Original (Month/Year)				
6.	Relationship of Repor	ting Person(s) to Issuer	: (Check all app	licable)		
		fficer [_] 1 give title below)	0% Owner [_]	Other (specify below)		

Individual or Joint/Group Reporting (check applicable line)							
X Form Filed by One Re	porting Person						
Form Filed by More t	han One Reporting Pe	rson					
	2. Trans- 3. Transaction act: Date Code (Month/ (Inspay/	ns- 4. Securit ion or Disp e (Instr.	ies Acquired (A) osed of (D)	5. Amount of Securit. Benefic. Owned at end of			
	ieal)		•	Issuer's Fiscal Y (Instr.			
If the form is filed by mo							
. (5)	-1-						
	_	=	_				
. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	4. Trans tion (Inst				
	X Form Filed by One Re  ——————————————————————————————————	X Form Filed by One Reporting Person  Form Filed by More than One Reporting Person  Ititle of Security  Ititle of Security  Instr. 3)  Ititle of Security  Instr. 3)  Instr. 3)  Instr. 3)  Instr. 4  Instr. 5  Instr. 6  Instr. 6  Instr. 7  Instr. 8  Instr. 9  Instr. 9	Form Filed by More than One Reporting Person  Die INon-Derivative Securities Acquired, Disposed of, or Beneficial Instruction action action or Disposed (Instruction)  Title of Security 2. Trans- 3. Trans- 4. Security action action or Disposed (Instruction)  Date Code (Instruction)  (Month/ (Instruction)  Amount (Instruction)  Amount (Instruction)  Title form is filed by more than one reporting person, see instal (b) (v).  -1-  Dontinued)  Seble II B - Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible security (Instruction)  Title of Derivative 2. Conver- 3. Trans- Security (Instruction)  Exercise Date Price of (Month/ Deriv- Day/ active Year)	X Form Filed by One Reporting Person  Form Filed by More than One Reporting Person  Form Filed by More than One Reporting Person  Fole INon-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Title of Security  2. Trans- 3. Trans- 4. Securities Acquired (A)  Date Code (Instr. 3, 4 and 5)  (Month/ (Instr. 8)  Day/ Year)  (A) or  Amount (D) Price  Form Filed by more than one reporting person, see instruction (D)  Form Filed by more than one reporting person, see instruction (D)  Form Filed by More than one reporting person, see instruction (D)  Form Filed by More than one reporting person, see instruction (D)  Form Filed by More than one reporting person, see instruction (D)  Form Filed by More than One Reporting Person  Amount (D) Price  Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)			

Stock Option (right to buy)			\$0.86	3/22/01	A	
Stock Option (right to buy)			\$13	5/13/00	3 (2)	
Stock Option (right to buy)	\$4.19		10/13/00	5 (4)		
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	10. Ow sh of ri Se ri Di	
Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		Owned at End of Year	(D In re
(1)	12/31/10	Common Stock	25,000		25,000	
(3)	5/12/10	Common Stock	26,000		26,000	
(5)	10/12/10	Common Stock	13,000		13,000	

#### Explanation of Responses:

- 1. The options were granted on March 22, 2001. 50% of the options vested on June 30, 2001 and the remaining options vested on December 31, 2001.
- 2. The reporting person owned options to purchase 26,000 shares on July 11, 2000, the date on which a Form 3 was filed on behalf of Mr. McGregor.
- 3. The options were granted on May 13, 2000 and such options vested on May 13,

2000.

- 4. The options should have been disclosed on a Form 5 for the 2000 fiscal year no later than February 14, 2001.
- 5. The options were granted on October 13, 2000 and such options vested on October 13, 2000.

/s/ James McGregor 2/8/02

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