

Edgar Filing: SOHU COM INC - Form 5

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)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3)
			(A) or Amount (D) Price	

* If the form is filed by more than one reporting person, see instruction 4(b) (v).

-1-

(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)
---	--	---	--

Stock option

\$0.86

3/22/01

A

Edgar Filing: SOHU COM INC - Form 5

(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	
------------	---------	-----------------	---------	---------	--

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.

Edgar Filing: SOHU COM INC - Form 5

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

-2-