

SOHU COM INC
Form 4/A
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)
05/12/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
05/14/2008

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) (Instr. 3, 4 and 5) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/12/2008 | | M | | 9,375 (9) | A (1) | \$ 16.84 (10) |
| Common Stock | 05/12/2008 | | M | | 22,499 (9) | A (1) | \$ 17.65 (10) |
| Common Stock | 05/12/2008 | | S | | 31,874 (6) | D | \$ 81.9 (11) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 16.84 | 05/12/2008 | | M | 9,375 (3) | 07/27/2005 ⁽⁷⁾ 07/27/2013 | Common Stock | 9,375 |
| Stock Option (right to buy) | \$ 17.65 | 05/12/2008 | | M | 22,499 (4) | 03/30/2006 ⁽⁸⁾ 03/30/2014 | Common Stock | 22,499 |

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) On May 14, 2008, the securities were incorrectly reported as Disposed of (D) instead of Acquired (A).
- (2) Includes 22,500 Restricted Stock Units that were not vested as of the date of this Form.

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- (3) 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.
- (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) Consists of Restricted Stock Units.
- (6) The stock sale was inadvertently omitted from this Form 4 as originally filed.
- (7) This Form 4, as originally filed, incorrectly reported the exercise date.
- (8) This Form 4, as originally filed, incorrectly reported the exercise date.
- (9) Shares of common stock acquired upon exercise of options reported in Table II of this Form.
- (10) Exercise price of options.
- (11) The disposition price was inadvertently omitted from this Form 4 as originally filed.

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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