

SOHU COM INC
Form 3
February 14, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/05/2007

3. Issuer Name and Ticker or Trading Symbol
SOHU COM INC [SOHU]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chief Marketing Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

15/F, VISION
INTERNATIONAL CENTER,
NO. 1, UNIT,
ZHONGGUANCUN EAST
ROAD, HAIDIAN

(Street)

BEIJING, F4 100084

(City) (State) (Zip)

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Option (right to buy) | 01/31/2003 ⁽¹⁾ | 01/31/2012 | Common stock | 2,813 | \$ 1.07 | D | Â |
| Stock Option (right to buy) | 07/01/2003 ⁽²⁾ | 07/01/2012 | Common stock | 7,235 | \$ 1.37 | D | Â |
| Stock Option (right to buy) | 07/27/2005 ⁽³⁾ | 07/27/2014 | Common stock | 10,000 | \$ 16.84 | D | Â |
| Stock Option (right to buy) | 03/30/2006 ⁽⁴⁾ | 03/30/2015 | Common stock | 30,000 | \$ 17.65 | D | Â |
| Restricted Stock Units (right to acquire common stock) | 07/09/2007 ⁽⁵⁾ | 07/09/2016 | Common stock | 5,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wang Xin 15/F, VISION INTERNATIONAL CENTER, NO. 1 UNIT, ZHONGGUANCUN EAST ROAD, HAIDIAN BEIJING, Â F4Â 100084 | Â | Â | Â Chief Marketing Officer | Â |

Signatures

/s/ Wang Xin 02/14/2007

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The stock options shall vest over a four-year period from the date of grant, with 25% of the stock options vesting on the first anniversary date of the grant and the remaining stock options vesting ratably on a quarterly basis over the remaining term of the stock options, beginning one calendar quarter after such first anniversary.

(2) The stock options shall vest over a four-year period from the date of grant, with 25% of the stock options vesting on the first anniversary date of the grant and the remaining stock options vesting ratably on a quarterly basis over the remaining term of the stock options, beginning one calendar quarter after such first anniversary.

(3) The stock options shall vest over a four-year period from the date of grant, with 25% of the stock options vesting on the first anniversary date of the grant and the remaining stock options vesting ratably on a quarterly basis over the remaining term of the stock options, beginning one calendar quarter after such first anniversary.

(4) The stock options shall vest over a four-year period from the date of grant, with 25% of the stock options vesting on the first anniversary date of the grant and the remaining stock options vesting ratably on a quarterly basis over the remaining term of the stock options, beginning one calendar quarter after such first anniversary.

(5)

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5,000 restricted stock units were granted on July 9, 2006 and 25% of the restricted stock units vest each year, beginning on the first anniversary of the grant date. Upon vesting of each restricted stock unit, at the Company's election, the Company shall issue either one share of common stock for each restricted stock unit vesting at such time or an amount of cash equal to the fair market value of one share of common stock of the Company for each restricted stock unit vesting at such time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.