

SOHU COM INC
Form 4/A
August 12, 2005

FORM 4

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

OMB APPROVAL

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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 *
ZHANG CHARLES

(Last) (First) (Middle)

LEVEL 12, VISION
INTERNATIONAL CENTER, 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)
08/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
08/12/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/09/2005 | | X | 74,375 | A \$ 0.95 | 545,312 ⁽⁵⁾ | D |
| Common Stock | 08/09/2005 | | X | 31,250 | A \$ 8.39 | 576,562 ⁽⁵⁾ | D |
| Common Stock | | | | | | 7,917,000 | I See footnote ⁽⁴⁾ |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy) | \$ 0.95 | 08/09/2005 | | X | 74,375 | <u>(1)</u> 03/21/2011 | Common Stock | 74,375 |
| Stock Options (right to buy) | \$ 8.39 | 08/09/2005 | | X | 31,250 | <u>(2)</u> 01/09/2013 | Common Stock | 31,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZHANG CHARLES LEVEL 12, VISION INTERNATIONAL CENTER NO. 1 UNIT ZHONGGUANCUN EAST ROAD BEIJING, F4 100084 | X | | CEO | |

Signatures

/s/Charles
Zhang, CEO

08/12/2005

**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) The stock options vested over a four-year period. 25% of the options vested on March 22, 2002. The remaining options vested ratably on a quarterly basis over the remaining term of the options, beginning one calendar quarter after March 22, 2002.
- (2) The stock options vest over a four-year period. 25% of the options vested on January 10, 2004. The remaining options vested ratably on a quarterly basis over the remaining term of the options, beginning one calendar quarter after January 10, 2003.

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- (3) Options were granted without cost by the Board of Directors.
- (4) Shares are held by Photon Group Limited. The reporting person is a director of Photon Group Limited and may be deemed to be a beneficial owner of such shares. The reporting person disclaims beneficial ownership of such shares
- (5) This Form 4 is being amended to correct the amount of shares directly owned by the reporting person.

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.