SOHU COM INC
Form 5
February 08, 2002

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| FORM 5 |
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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(f) of the Investment Company Act of 1940

[_] Form 3 Holdings Reported

[_] Form 4 Transactions Reported

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1. Name and Address of Reporting Person*

Gurnee	Thomas	
(Last)	(First)	(Middle)

18544 Vessing Road
(Street)

Saratoga	CA	95070
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol SOHU.COM INC. (SOHU)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year December 31, 2001

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[X] Director [_] Officer (give title below) [_] 10% Owner [_] Other (specify below)

7. Individual or Joint/Group Reporting (check applicable line)

X 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 Securitie Beneficia Owned at end of Issuer's Fiscal Ye (Instr. 3
			Amount	(A) or (D)	Price	

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

(Continued)

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. Conver-sion or Exercise Price of Deriv-ative Security	3. Trans-action Date (Month/ Day/ Year)	4. Transac-tion Code (Instr. 8)
Stock Option (right to buy)	$0.86	6/4/01	A

Stock Option (right to buy)			$5.88	7/31/00		5(2)			

6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 4)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security Direct (D) Indirect (Ins
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
(1)	12/31/10	Common Stock	25,000		25,000	D
(3)	7/31/10	Common Stock	78,000		78,000	D

Explanation of Responses:

1. The options were granted on June 4, 2001. 50% of the options vested June 30, 2001 and the remaining options vested on December 31, 2001.
2. The options should have been disclosed on a Form 5 for the 2000 fiscal year no later than February 14, 2001.
3. Options granted vest over a three-year period. 33% of the options vest on July 30, 2001. The remaining options vest ratably on a quarterly basis over the remaining terms of the options, beginning one calendar quarter after July 31, 2001.

/s/ Thomas Gurnee — 2/8/02

Thomas Gurnee — 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.