

YU CAROL
Form 4
May 05, 2008

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 *
YU CAROL

(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)
05/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/01/2008		X		150,000 (1) A \$ 23.17 (2)	190,000 (3)	D
Common Stock	05/01/2008		X		28,125 (1) A \$ 16.84 (2)	218,125 (3)	D
Common Stock	05/01/2008		X		30,000 (1) D \$ 20.78 (2)	248,125 (3)	D
Common Stock	05/01/2008		S		71,441 D \$ 73.1417	176,684 (3)	D
Common Stock	05/01/2008		S		6,250 D \$ 73.8008	170,434 (3)	D

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Common Stock 05/01/2008 S 15,000 D \$ 73.6491 155,434 ⁽³⁾ D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option (right to acquire common stock)	\$ 23.17	05/01/2008		X	150,000	03/23/2005 ⁽⁴⁾	03/23/2014	Common stock	150,000
Stock Option (right to acquire common stock)	\$ 16.84	05/01/2008		X	28,125	07/27/2005 ⁽⁴⁾	07/27/2014	Common Stock	28,125
Stock Option (right to acquire common stock)	\$ 20.78	05/01/2008		X	30,000	07/26/2006 ⁽⁴⁾	07/26/2015	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YU CAROL LEVEL 12, SOHU.COM INTERNET PLAZA NO. 1 UNIT ZHONGGUANCUN EAST ROAD			Chief Financial Officer	

BEIJING, F4 100084

Signatures

/s/ Carol Yu

05/05/2008

__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) Shares of common stock acquired upon exercise of options reported in Table II of this Form.
- (2) Exercise price of options.
- (3) Includes 18,750 Restricted Stock Units, which are not vested as of the date of this Form.
- (4) Vest at the rate of 25% commencing on the first anniversary of the grant date, with the remaining 75% vesting quarterly ratably over the subsequent three years.

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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