

SOHU COM INC  
Form 4  
February 08, 2010

**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 \*  
**ROBERTS EDWARD B**

(Last) (First) (Middle)

300 BOYLSTON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/05/2010**

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)

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	02/05/2010		S		57,000 (1) \$ 49.2848	D	643,522 (2) I	See Footnote 2
Common Stock	02/05/2010		G		6,180 (3) \$ 0	D	637,342 (4) I	See Footnote 4
Common Stock							14,971 (5) D	

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

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number.

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS EDWARD B 300 BOYLSTON STREET BOSTON, MA 02116	X			

## Signatures

/S/ Roberts  
Edward B  
02/08/2010  
\*\*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 sold by the Edward B Roberts 2007 Qualified Annuity Trust #2.  
Balance in column 5 includes 134,522 shares held by the Edward B. Trust - 2003 (the "EBR Trust"), 309,000 shares held by the Nancy H. Roberts Trust - 2003 (the "NHR Trust"), and 200,000 shares held by the Edward B. Roberts 2009 Qualified Annuity Trust (the "EBR 2009 QAIT"). The reporting person is a trustee of each of these trusts.
- (2) Gifts by the NHR Trust.
- (3) Balance in column 5 includes 134,522 shares held by the EBR Trust, 302,820 shares held by the NHR Trust, and 200,000 shares held by the Edward B. Roberts 2009 Qualified Annuity Trust (the "EBR 2009 QAIT"). The reporting person is a trustee of each of these trusts.
- (4) Includes 1,824 restricted stock units granted on January 2, 2010, with 50% vesting on July 1, 2010 and 50% vesting on December 31, 2010. The restricted stock units are settleable upon vesting only in shares of common stock.

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.