

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

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

OMB Number 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Zhang Charles		SOHU.COM INC. (SOHU)		X Director X 10% owner	
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Year February 2002		X Officer (give title below) Chief Executive Officer & President	
15/F, Bright China Chang An Building, 7 Jianguomennei Ave., Beijing, China		5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Reporting X Form Filed by 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at the end of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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(A) or (D)
Amount Price

Common Stock	February 6, 2002	P	10,000	\$1.04	8,963,000	D
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