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/ OMB Number 3235-0362 /
/ Expires: Pending /
/ Estimated average burden /
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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

1. Name and Address of Reporting Person*

McGregor James

(Last) (First) (Middle)

China World Tower 2 1 Jianguomenwai Ave.

(Street)
Beijing 100004 China

(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)

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

7. Individual or Joint/Group Reporting (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. 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 Securities Beneficially Owned at the end of Fiscal Year (Instr. 3 and 4) 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) 7. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)

Amount (A) or (D) Price

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

(Continued)

Table II B - 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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
				(A)	(D)
Stock Option (right to buy)	\$0.86	3/22/01	A	25,000	
Stock Option (right to buy)	\$13	5/13/00	3(2)	26,000	
Stock Option (right to buy)	\$4.19	10/13/00	5(4)	13,000	

6. Date Exercisable and Expiration (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	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date				
(1)	12/31/10	Common Stock	25,000	25,000	D	
(3)	5/12/10	Common Stock	26,000	26,000	D	
(5)	10/12/10	Common Stock	13,000	13,000	D	

Explanation of Responses:

- The options were granted on March 22, 2001. 50% of the options vested on June 30, 2001 and the remaining options vested on December 31, 2001.
- The reporting person owned options to purchase 26,000 shares on July 11, 2000, the date on which a Form 3 was filed on behalf of Mr. McGregor.
- The options were granted on May 13, 2000 and such options vested on May 13, 2000.
- The options should have been disclosed on a Form 5 for the 2000 fiscal year no later than February 14, 2001.
- The options were granted on October 13, 2000 and such options vested on October 13, 2000.

/s/ James McGregor 2/8/02
 James McGregor 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.

