

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this 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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Wang Xin</u>  (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 <u>SOHU COM INC [ SOHU ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <b>Chief Operating Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2011	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/04/2011		M		7,501 <sup>(1)</sup>	A	\$17.65 <sup>(2)</sup>	70,001 <sup>(3)</sup>	D	
Common Stock	02/04/2011		M		625 <sup>(1)</sup>	A	\$16.84 <sup>(2)</sup>	70,626 <sup>(3)</sup>	D	
Common Stock	02/04/2011		S		4,784	D	\$84.75	65,842 <sup>(3)</sup>	D	
Common Stock	02/04/2011		S		625	D	\$84.59	65,217 <sup>(3)</sup>	D	
Common Stock	02/04/2011		S		2,717	D	\$84.22	62,500 <sup>(3)</sup>	D	
Common Stock	02/04/2011		S		16,250	D	\$83.89	46,250 <sup>(3)</sup>	D	
Common Stock	02/04/2011		S		10,000	D	\$83.1	36,250 <sup>(6)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$17.65	02/04/2011		M			7,501 <sup>(4)</sup>	03/30/2006	03/30/2014	Common Stock	7,501	\$0	625	D	
Stock Option (right to buy)	\$16.84	02/04/2011		M			625 <sup>(5)</sup>	07/27/2005	07/27/2013	Common Stock	625	\$0	0	D	

**Explanation of Responses:**

- Shares of common stock acquired upon exercise of options reported in Table II of this Form.
- Exercise price of options.
- Includes 36,250 Restricted Stock Units that were not vested as of the date of this Form.
- The options vested over a four-year period from the date of grant, with 25% vesting on March 30,2006 and the balance vesting ratably on a quarterly basis, beginning one calendar quarter after March 30,2006.
- The options vested over a four-year period from the date of grant, with 25% vesting on July 27,2005 and the balance vesting ratably on a quarterly basis, beginning one calendar quarter after July 27,2005.
- Consists of Restricted Stock Units.

/s/ Wang Xin

02/07/2011

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.