

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person * <u>ZHANG CHARLES</u>  (Last) (First) (Middle) <u>LEVEL 12, VISION INTERNATIONAL CENTER</u> <u>NO. 1 UNIT ZHONGGUANCUN EAST ROAD</u>  (Street) <u>BEIJING F4 100084</u>  (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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2005</u>	
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	08/09/2005		X		74,375	A	\$0.95	322,187	D	
Common Stock	08/09/2005		X		31,250	A	\$8.39	353,437	D	
Common Stock								7,917,000	I	See footnote <sup>(4)</sup>

**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
Stock Options (right to buy)	\$0.95	08/09/2005		X		74,375		(1)	03/21/2011	Common Stock	74,375	(3)	0	D	
Stock Options (right to buy)	\$8.39	08/09/2005		X		31,250		(2)	01/09/2013	Common Stock	31,250	(3)	37,500	D	

**Explanation of Responses:**

- The stock options vested over a four-year period. 25% of the options vested on March 22, 2002. The remaining options vested ratably on a quarterly basis over the remaining term of the options, beginning one calendar quarter after March 22, 2002.
- The stock options vest over a four-year period. 25% of the options vested on January 10, 2004. The remaining options vested ratably on a quarterly basis over the remaining term of the options, beginning one calendar quarter after January 10, 2003.
- Options were granted without cost by the Board of Directors.
- Shares are held by Photon Group Limited. The reporting person is a director of Photon Group Limited and may be deemed to be a beneficial owner of such shares. The reporting person disclaims beneficial ownership of such shares

/s/Charles Zhang, CEO                      08/10/2005  
 \*\* 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.