SEC Form 4

FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* Wang Xin	2. Issuer Name **and** Ticker or Trading Symbol SOHU COM INC [SOHU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)
LEVEL 12, SOHU.COM INTERNET PLAZA		
NO. 1 UNIT, ZHONGGUANCUN EAST ROAD		

(Street)		
BEIJING	F4	100084

(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)   01/22/2010

4. If Amendment, Date of Original Filed (Month/Day/Year)   01/26/2010

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

6. Individual or Joint/Group Filing (Check Applicable Line)

X	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	01/22/2010		A		40,000[1]	A	$0	62,500[2]	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				

Explanation of Responses:

1. 40,000 Restricted Stock Units were granted on January 21,2010 and 25% of the Restricted Stock Units vest ech year, beginning on the first anniversary of the grant date. Upon vesting of each Restricted Stock Unit, the Company is obligated to issue one share common stock.

2. Includes 53,750 Restricted Stock Units that were not vested as of the date of this Form 4. A report on Form 4 filed by the reporting person on May 14, 2008 inadvertently omitted 31,874 shares of common stock that had been sold by the reporting person on May 12, 2008 following an option exercise reported on that Form 4. The reporting person has filed separately a corrected Form 4 reporting that sale. The total reported in this amended Form 4 reflects the deduction of such 31,874 shares from the total held by the reporting person.

/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.

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