

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>15/F, BRIGHT CHINA CHANG AN BUILDING</u> <u>7 JIANGUOMEN NEI AVENUE</u> (Street) <u>BEIJING F4 100005</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;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/20/2004</u>		

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	05/18/2004		X		31,250	A	\$8.39	41,250	D	
Common Stock	05/18/2004		X		130,000	A	\$1.81	171,250	D	
Common Stock	05/18/2004		X		49,218	A	\$1.18	220,468	D	
Common Stock								7,767,000 ⁽⁵⁾	I	See footnote ⁽⁶⁾

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 Option (right to buy)	\$8.39	05/18/2004		X			31,250	(1)	01/09/2013	Common Stock	31,250	(4)	68,750	D	
Stock Option (right to buy)	\$1.81	05/18/2004		X			130,000	(2)	09/20/2009	Common Stock	130,000	(4)	0	D	
Stock Option (right to buy)	\$1.18	05/18/2004		X			49,218	(3)	01/30/2012	Common Stock	49,218	(4)	38,282	D	

Explanation of Responses:

- The options vest over a four-year period. 25% of the options vested on January 10, 2004. The remaining options vest ratably on a quarterly basis over the remaining terms of the options, beginning one calendar quarter after January 10, 2004.
- The options vested in four quarterly installments on December 21, 1999, March 21, 2000, June 21, 2000, and September 21, 2000.
- The options vest over a four-year period. 25% of the options vested on January 31, 2003. The remaining options vest ratably on a quarterly basis over the remaining terms of the options, beginning one calendar quarter after January 31, 2003.
- Options were granted without cost by the Board of Directors.
- This Form 4 is being amended and restated in its entirety to add the indirect holding of shares, which was inadvertently omitted from the original.
- Shares are held by Photon Group Limited. The filing person is a director of Photon Group Limited and may be deemed to be a beneficial owner of such shares. The filing person disclaims beneficial ownership of such shares.

/s/ Charles Zhang

06/22/2004

** 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.