

SOHU COM INC  
Form 4  
February 18, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ZHANG CHARLES**

(Last) (First) (Middle)

LEVEL 18, SOHU.COM MEDIA  
PLAZA, BLOCK 3, NO. 2  
KEXUEYUAN SOUTH ROAD

(Street)

BEIJING, F4 100190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SOHU COM INC [SOHU]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/16/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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. 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 Ownership (Instr. 4)      |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Code V Amount (D) Price                                |                                                                                               |                                                          |                                        |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 687,225                                                                                       | D                                                        |                                        |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 7,028,254                                                                                     | I                                                        | By Photon Group Limited <sup>(1)</sup> |

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

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**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 Underlying Securities (Instr. 3 and 4) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 22.86                                               |                                      |                                                    |                                |                                                                                         | 01/02/2004                                               | 07/26/2015                                                    | Common Stock | 30,000                     |
| Stock Option (right to buy)                | \$ 0.001                                               | 02/16/2015                           |                                                    | A                              | 300,000                                                                                 | (3)                                                      | 02/16/2025                                                    | Common Stock | 300,000                    |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                              | Director      | 10% Owner | Officer | Other |
| ZHANG CHARLES<br>LEVEL 18, SOHU.COM MEDIA PLAZA<br>BLOCK 3, NO. 2 KEXUEYUAN SOUTH ROAD<br>BEIJING, F4 100190 | X             | X         | CEO     |       |

## Signatures

/s/ Charles Zhang  
02/18/2015

\_\_Signature of Reporting Person  
Date

## Explanation of Responses:

- \* 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).
- (1) 7,028,254 shares of Common Stock are held of record by Photon Group Limited ("Photon"). The Reporting Person is one of the Directors of Photon and may be deemed to beneficially own such 7,028,254 shares. The Reporting Person shares with the other Directors of Photon the power to vote and dispose of or direct the disposition of such shares. The Reporting Person disclaims beneficial ownership of such shares.
- (2) Consists of stock options which are fully vested as of the date of this Form.
- (3) Subject to vesting in four equal annual increments commencing February 7, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.