

SOHU COM INC
Form 4
May 08, 2008

FORM 4

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

OMB APPROVAL

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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 *
ROBERTS EDWARD B

(Last) (First) (Middle)
300 BOYLSTON STREET
(Street)
BOSTON, MA 02116
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2008

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)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/06/2008		S		20,000 (1)	D	\$ 76.0232	751,147 (2)	I	See footnote 2 (2)
Common Stock	05/06/2008		G		10,650 (3)	D	\$ 0	740,497 (3)	I	See footnote 3 (4)
Common Stock								10,894 (5)	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS EDWARD B 300 BOYLSTON STREET BOSTON, MA 02116	X			

Signatures

/s/Edward B.
Roberts

05/08/2008

__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) Shares sold by the Edward B Roberts 2007 Qualified Annuity Trust #2 (the "EBR QAIT"). The reporting person is a trustee of the EBR QAIT.
- (2) Balance in column 5 includes 235,000 shares held by the EBR QAIT, 207,147 shares held by the Edward B. Roberts Trust-2003 (the "EBR Trust"), and 309,000 shares held by the Nancy H. Roberts Trust-2003 (the "NHR Trust"). The reporting person is a trustee of the EBR QAIT, the EBR Trust, and the NHR Trust.
- (3) Gifts to charities by the EBR Trust.
- (4) Balance in column 5 includes 235,000 shares held by the EBR QAIT, 196,497 shares held by the EBR Trust, and 309,000 shares held by the NHR Trust.
- (5) Amount in column 5 includes 1,802 restricted stock units that vest 50% on July 1, 2008 and 50% on December 31, 2008. The restricted stock units are settleable upon vesting only in shares of common stock.

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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