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		response 1.0 /		
++ FORM 5 ++	U.S. SECURITIES AND EXCHANGE Washington, D.C. 26			
[_] Check box if no longer subject to Section 16. Form 4 or Form 5	ANNUAL STATEMENT OF CHANGES IN BE	of the Securities		
obligations may continue. See Instruction 1(b).	Exchange Act of 1934, Section Public Utility Holding Company Section 30(f) of the Investment	Act of 1935 or		
[_] Form 3 Holdings Repo	orted			
[_] Form 4 Transactions				
1. Name and Address of				
Koo	Victor			
(Last)	(First)	(Middle)		
	15/F, Bright China Chang An Building, 7 jianguomennei Ave.,			
	(Street)			
Beijing,	China			
(City)	(State)	(Zip)		
2. Issuer Name and Tick	ker or Trading Symbol SOHU.COM INC.	(SOHU)		
3. I.R.S. Identification (Voluntary)	on Number of Reporting Person, if ar	n entity		
4. Statement for Month,	Year December 31, 2001			
5. If Amendment, Date of	of Original (Month/Year)			
	orting Person(s) to Issuer (Check al			
	Officer [_] 10% Owner (give title below) Chief Operating Officer			
7. Individual or Joint	Group Reporting			
X Form Filed by Or	ne Reporting Person			
Form Filed by Mo	ore than One Reporting Person			
	Securities Acquired, Disposed of, o			
1. Title of Security (Instr. 3)	action action Date Code (Month/ (Instr. 8) Day/ Year)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or ount (D) Price		Owner- 7. Nature ship of In- Form: direct Direct Bene- (D) or ficial Indirect Owner- (I) ship (Instr. 4) (Instr. 4)
	Ailic	(5)	(1.1501 . 5 and 4)	(2.130.1. 4)

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* If the form is filed by more than one reporting person, see instruction $4(b)(\nu)\,.$

	BDerivative		Acquired, Dispos s, options, conv			ly Owr	ned				
	of Derivative ty (Instr. 3)		2. Conver- sion or Exercise Price of Deriv- ative Security	3.	Trans- action Date (Month/ Day/ Year)	4	Transac- tion Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			
									(A)	(D)
Stock (right	option to buy)		\$0.86		3/22/01		А		95, 943		
Stock (right	option to buy)		\$6.13		9/12/00		5(2)		52,000		
Date Expiration (Month/Nyear)	and ion Day/ Expira-	7. Title and Underlyin (Instr. 3	g Securities and 4) Amount or		8. Price of Deriv- ative Secur- ity (Instr. 4)	9.	Number of Deriv- ative Secur- ities Bene- ficially Owned at End	10.	Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi-	0 d B f 0 s	a- ure f In- irect ene- icially wner- hip Instr. 4)
Exer- cisable	tion Date		Number of Shares				of Year		rect (I)		
(1)	3/21/11	Common stock	95,943				95,943		D		
(3)	9/11/10	Common	52,000				52,000		D		

Explanation of Responses:

- 1. Options granted vest over a four-year period. 25% of the options vest on March 21, 2002. The remaining options vest ratably on a quarterly basis over the remaining terms of the options, beginning one calendar quarter after March 22, 2002.
- 2. The options should have been disclosed on a Form 5 for the 2000 fiscal year
- no later than February 14, 2001.

 3. Options granted vest over a four-year period. 25% of the options vest on September 11, 2001. The remaining options vest ratably on a quarterly basis over the remaining terms of the options, beginning one calendar quarter after September 12, 2001.

/s/ Victor Koo 2/8/02 Victor Koo Date
**Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. Sec 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 provided is insufficient, see Instruction 6 for procedure.