		// / OMB APPROVAL / //		
		/ OMB Number: 3235-0362 / / Expires: Pending / / Estimated average burden / / hours per response 1.0 /		
++ FORM 5 ++ [_] Check box if no longer subject to Section 16.	SECURITIES A Wash ANNUAL STATEMENT O	UNITED STATES AND EXCHANGE COMMISSION Lington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP		
Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Exchange Act of : Public Utility Ho	section 16(a) of the Securities 1934, Section 17(a) of the Olding Company Act of 1935 or Divestment Company Act of 1940		
[_] Form 3 Holdings Repor	ted			
[_] Form 4 Transactions R	eported			
1. Name and Address of R	eporting Person*			
Gurnee	Thomas			
(Last)	(First)	(Middle)		
	18544 Vessing R	coad		
	(Street)			
Saratoga	CA	95070		
(City)	(State)	(Zip)		
2. Issuer Name and Ticke	r or Trading Symbol	SOHU.COM INC. (SOHU)		
 I.R.S. Identification (Voluntary) Statement for Month/Y 		•		
5. If Amendment, Date of				
6. Relationship of Repor	ting Person(s) to Iss	uer (Check all applicable)		
	fficer [_ give title below)	.] 10% Owner [_] Other (specify below)		
7. Individual or Joint/G	roup Reporting (chec	k applicable line)		
X Form Filed by One	Reporting Person			
Form Filed by Mor	e than One Reporting	Person		
		risposed of, or Beneficially Owned		
1. Title of Security (Instr. 3)	action a Date C	Trans- 4. Securities Acquired (A) or Disposed of (D) ode (Instr. 3, 4 and 5) Instr. 8)	5. Amount of 6. Securities Beneficially Owned at the end of Issuer's	Owner- 7. Nature ship of In- Form: direct Direct Bene- (D) or ficial Indirect Owner-
	,	(A) or Amount (D) Price	Fiscal Year (Instr. 3 and 4)	(I) ship (Instr. 4) (Instr. 4)

 $^{^{\}star}$ If the form is filed by more than one reporting person, see instruction 4(b)(v).

(Continued)

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. Conver- sion or Exercise Price of Deriv- ative Security		3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8	ative) Acquir Dispos	5. Number of Deriv- ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
						(A) (D)	
Stock Option (right to buy)			\$0.86	6/4/01	A	25,	25,000	
tock Option \$5.88 right to buy)		7/31/00 5(2)		78,000				
Date Exercisable and Expiration Date (Month/Day/Year)	7		d Amount of ng Securities 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 4)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned	10. Owner- ship of De- rivative Secu- rity: Direct	11. Nature of In- direct Benef icially Owner- ship	
Exer- t	Expira- tion Date	Title	Amount or Number of Shares		at End of Year (Instr. 4)	(D) or Indi- rect (1) (Instr. 4)	(Instr. 4	
(1) 12	2/31/10	Common Stock	25,000		25,000	D		
(3)	7/31/10	Common Stock	78,000		78,000	D		

- The options were granted on June 4, 2001. 50% of the options vested June 30, 2001 and the remaining options vested on December 31, 2001.
- The options should have been disclosed on a Form 5 for the 2000 fiscal year no later than February 14, 2001.
- Options granted vest over a three-year period. 33% of the options vest on July 30, 2001. The remaining options vest ratably on a quarterly basis over the remaining terms of the options, beginning one calendar quarter after July 31, 2001.

/s/ Thomas Gurnee 2/8/02 Thomas Gurnee Date **Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. Sec 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).