FORM 4

[_] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

(Print or Type Responses)

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(f) of the Investment Company Act of 1940 OMB Number 3235-0287 Expires: January 25, 2005 Estimated average burden hours per response:0.5

 Name and Address of 2. Reporting Person* 	Issuer Name and Ticker or Tra SOHU.COM INC. (SOHU)	ding Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% owner
Zhang Charles 3. (Last) (First) (Middle)	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	Month/Year	X Officer (give title below) Other (Specify below Chief Executive Officer & President
15/F, Bright China Chang An Building, 7 jianguomennei Ave., Beijing, China		5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Reporting X Form Filed by One Reporting Person Form Filed by More than One Reporting Person
(City) (State) (Zip)	Table I Non-Deriv	ative Securities Acc	quired, Disposed of, or Beneficially Owned
1. Title of Security 2. (Instr. 3)	Transaction 3. Trans- Date action (Month/Day Code /Year) (Instr. 8)	4. Securities Acquired (A) or Disposed of D (Instr. 3, 4 and 5)	
		(A) or mount (D) Price	
Common Stock Februa	ary 6, 2002 P 1	0,000 \$1.04	8,963,000 D

(Continued) Table II B - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Explanation of Responses:

3/7/02 /s/ Charles Zhang Charles Zhang
**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

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.