

SOHU COM INC

Reported by
ZHANG CHARLES

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/09/16 for the Period Ending 12/07/16

Telephone 011861062726666
CIK 0001104188
Symbol SOHU
SIC Code 7374 - Computer Processing and Data Preparation and Processing Services
Industry Internet Services
Sector Technology
Fiscal Year 12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
ZHANG CHARLES		SOHU COM INC [SOHU]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
LEVEL 18, SOHU.COM MEDIA PLAZA, BLOCK 3, NO. 2 KEXUEYUAN SOUTH ROAD		12/7/2016			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BEIJING, F4 100190				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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								701607	D	
Common Stock	12/7/2016		P		8000	A	\$35.16	7068254	I	By Photon Group Limited
Common Stock	12/8/2016		P		8000	A	\$36.03	7076254	I	By Photon Group Limited (L)

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$0.001							(2)	2/16/2025	Common Stock	300000		300000	D	

Explanation of Responses:

- (7,076,254 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
- 1) be deemed to beneficially own such 7,076,254 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.
 - (Consists of (i) stock options for the purchase of 75,000 shares of Common Stock which are fully vested as of the date of this Form and (ii) stock options for 2) the purchase of 225,000 shares of Common Stock which are subject to vesting in three equal annual installments commencing February 7, 2017.

Reporting Owners

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

Signatures

/s/ Charles Zhang

12/9/2016

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. *See* 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 is insufficient, *see* Instruction 6 for procedure.

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