

SOHU COM INC

Reported by
ZHANG CHARLES

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 04/10/17 for the Period Ending 12/31/16

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 5

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

OMB APPROVAL
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[] Form 3 Holdings Reported
[X] Form 4 Transactions Reported

ANNUAL 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 * ZHANG CHARLES (Last) (First) (Middle) LEVEL 18, SOHU.COM MEDIA PLAZA, BLOCK 3, NO. 2 KEXUEYUAN SOUTH ROAD (Street) BEIJING, F4 100190 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SOHU COM INC [SOHU] 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) <p align="center">12/31/2016</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <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 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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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)
				Amount	(A) or (D)	Price			
Common Stock	7/12/2000		P4	1000	A	\$13.00	702607	D	
Common Stock	12/28/2012		S4	80	D	\$45.53	702527	D	
Common Stock	12/28/2012		S4	8175	D	\$45.12	694352	D	
Common Stock	1/4/2013		S4	4086	D	\$47.57	690266	D	
Common Stock	10/30/2014		G5	646566 (1)	D	\$0.00	43700	D	
Common Stock	10/30/2014		G5	646566 (1)	A	\$0.00	7722820	I	By Photon Group Limited (2)

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. 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 (MM/DD/YYYY)		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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$0.001						(3)	2/16/2025	Common Stock	300000		300000	D	

Explanation of Responses:

- (1) The Reporting Person transferred 646,566 shares of Common Stock to Photon Group Limited ("Photon") without consideration, for estate planning purposes.
- (2) 7,722,820 shares of Common Stock are held of record by Photon. The Reporting Person is one of the Directors of Photon and may be deemed to beneficially own such 7,722,820 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, except to the extent of his pecuniary interest in such shares.
- (3) Consists of (i) options for the purchase of 150,000 shares of Common Stock that are fully vested as of the date of this Form and (ii) options for the purchase of 150,000 shares of Common Stock that are subject to vesting in two equal annual installments commencing February 7, 2018.

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	
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Signatures

/s/ Charles Zhang

4/10/2017

**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. *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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