

Baidu.com, Inc.  
Form SC 13G/A  
February 14, 2007

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
**(Amendment No. 2)**

Baidu.com, Inc.  
(Name of Issuer)

American Depositary Shares  
each representing one Class A Ordinary Share  
(Title of Class of Securities)

056752108  
(CUSIP Number)

December 31, 2006  
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 056752108

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**  
 D. E. Shaw & Co., L.L.C.  
 13-3799946

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)  [ ]

(b)  [ ]

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

Delaware

**Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With**

5.

**Sole Voting Power**

-0-

6.

**Shared Voting Power**

411,202 ADS representing 411,202  
 Shares (1)

7.

**Sole Dispositive Power**

-0-

8.

**Shared Dispositive Power**

411,202 ADS representing 411,202  
 Shares (1)

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**

411,202 ADS representing 411,202 Shares (1)

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

[ ]

11. **Percent of Class Represented by Amount in Row (9)**

1.9%

12. **Type of Reporting Person (See Instructions)**

OO

(1) The Reporting Persons are the beneficial owners of American Depositary Shares (“ADS”), each ADS representing one Class A Ordinary Share (“Share”) of Issuer.

**CUSIP No. 056752108**

**1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**  
 D. E. Shaw & Co., L.P.  
 13-3695715

**2. Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)  [ ]

(b)  [ ]

**3. SEC Use Only**

**4. Citizenship or Place of Organization**

Delaware

**Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With**

**5.**

**Sole Voting Power**

-0-

**6.**

**Shared Voting Power**

720,853 ADS representing 720,853  
 Shares (1)

**7.**

**Sole Dispositive Power**

-0-

**8.**

**Shared Dispositive Power**

720,853 ADS representing 720,853  
 Shares (1)

**9. Aggregate Amount Beneficially Owned by Each Reporting Person**

720,853 ADS representing 720,853 Shares (1)

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

[ ]

**11. Percent of Class Represented by Amount in Row (9)**

3.4%

**12. Type of Reporting Person (See Instructions)**

IA, PN

(1) The Reporting Persons are the beneficial owners of American Depositary Shares (“ADS”), each ADS representing one Class A Ordinary Share (“Share”) of Issuer.

**CUSIP No. 056752108**

**1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**  
David E. Shaw

**2. Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)  [ ]

(b)  [ ]

**3. SEC Use Only**

**4. Citizenship or Place of Organization**

United States

**Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With**

**5.**

**Sole Voting Power**

-0-

**6.**

**Shared Voting Power**

720,853 ADS representing 720,853  
Shares (1)

**7.**

**Sole Dispositive Power**

-0-

**8.**

**Shared Dispositive Power**

720,853 ADS representing 720,853  
Shares (1)

**9. Aggregate Amount Beneficially Owned by Each Reporting Person**

720,853 ADS representing 720,853 Shares (1)

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

[ ]

**11. Percent of Class Represented by Amount in Row (9)**

3.4%

**12. Type of Reporting Person (See Instructions)**

IN

(1) The Reporting Persons are the beneficial owners of American Depositary Shares ("ADS"), each ADS representing one Class A Ordinary Share ("Share") of Issuer.

**Item 1.**

(a) **Name of Issuer**  
Baidu.com, Inc.

(b) **Address of Issuer's Principal Executive Offices**  
12/F, Ideal International Plaza  
No. 58 West-North 4th Ring  
Beijing F4 100080

**Item 2.**

(a) **Name of Person Filing**  
D. E. Shaw & Co., L.L.C.  
D. E. Shaw & Co., L.P.  
David E. Shaw

(b) **Address of Principal Business Office or, if none, Residence**  
The business address for each reporting person is:  
120 W. 45<sup>th</sup> Street, Tower 45, 39<sup>th</sup> Floor  
New York, NY 10036

(c) **Citizenship**  
D. E. Shaw & Co., L.L.C. is a limited liability company organized under the laws of the state of Delaware.  
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.  
David E. Shaw is a citizen of the United States of America.

(d) **Title of Class of Securities**  
American Depositary Shares each representing one Class A Ordinary Share

(e) **CUSIP Number**  
056752108

**Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

As of December 31, 2006:

(a) Amount beneficially owned:

D. E. Shaw & Co., L.L.C.: 411,202 ADS representing 411,202 Shares  
This is composed of 411,202 ADS representing 411,202 Shares in the name of D. E. Shaw Oculus Portfolios, L.L.C.

D. E. Shaw & Co., L.P.: 720,853 ADS representing 720,853 Shares  
This is composed of (i) 411,202 ADS representing 411,202 Shares in the name of D. E. Shaw Oculus Portfolios,

L.L.C., (ii) 264,751 ADS representing 264,751 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., and (iii) 44,900 shares that D. E. Shaw Valence, L.L.C. has the right to acquire through the exercise of listed call options.

David E. Shaw:

720,853 ADS representing 720,853 Shares  
This is composed of (i) 411,202 ADS representing 411,202 Shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (ii) 264,751 ADS representing 264,751 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., and (iii) 44,900 shares that D. E. Shaw Valence, L.L.C. has the right to acquire through the exercise of listed call options.

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(b) Percent of class:

D. E. Shaw & Co., L.L.C.:	1.9%
D. E. Shaw & Co., L.P.:	3.4%
David E. Shaw:	3.4%

(c) Number of shares to which the person has:

(i)		Sole power to vote or to direct the vote:
D. E. Shaw & Co., L.L.C.:		-0- shares
D. E. Shaw & Co., L.P.:		-0- shares
David E. Shaw:		-0- shares
(ii)		Shared power to vote or to direct the vote:
D. E. Shaw & Co., L.L.C.:		411,202 ADS representing 411,202 Shares
D. E. Shaw & Co., L.P.:		720,853 ADS representing 720,853 Shares
David E. Shaw:		720,853 ADS representing 720,853 Shares
(iii)		Sole power to dispose or to direct the disposition of:
D. E. Shaw & Co., L.L.C.:		-0- shares
D. E. Shaw & Co., L.P.:		-0- shares
David E. Shaw:		-0- shares
(iv)		Shared power to dispose or to direct the disposition of:
D. E. Shaw & Co., L.L.C.:		411,202 ADS representing 411,202 Shares
D. E. Shaw & Co., L.P.:		720,853 ADS representing 720,853 Shares
David E. Shaw:		720,853 ADS representing 720,853 Shares

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the investment adviser of D. E. Shaw Oculus Portfolios, L.L.C., the managing member and investment adviser of D. E. Shaw Valence Portfolios, L.L.C., and the managing member of D. E. Shaw Valence, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the managing member of D. E. Shaw Oculus Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of, the 720,853 ADS representing 720,853 Shares as described above constituting 3.4% of the outstanding Shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such Shares. David E. Shaw disclaims beneficial ownership of such 720,853 ADS representing 720,853 Shares.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8.**

**Identification and Classification of Members of the Group**

Not Applicable

**Item 9.**

**Notice of Dissolution of Group**

Not Applicable

**Item 10.**

**Certification**

By signing below, each of D. E. Shaw & Co., L.L.C., D. E. Shaw & Co., L.P., and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. Powers of Attorney, dated February 24, 2004, granted by David E. Shaw in favor of Anne Dinning, are attached hereto.

Dated: February 14, 2007

D. E. Shaw & Co., L.L.C.

By: /s/ Anne Dinning  
Anne Dinning  
Managing Director

D. E. Shaw & Co., L.P.

By: /s/ Anne Dinning  
Anne Dinning  
Managing Director

David E. Shaw

By: /s/ Anne Dinning  
Anne Dinning  
Attorney-in-Fact for David E.  
Shaw

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**Exhibit 1**

POWER OF ATTORNEY  
FOR CERTAIN FILINGS  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, David E. Shaw, hereby make, constitute and appoint each of:

Anne Dinning,

Julius Gaudio,

Lou Salkind,

Stuart Steckler, and

Eric Wepsic,

acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, executing in my name and/or my capacity as President of D. E. Shaw & Co., Inc. (acting for itself or as the general partner of D. E. Shaw & Co., L. P. and general partner or managing member of other entities, any which in turn may be acting for itself or other entities) all documents, certificates, instruments, statement, other filings, and amendments to the forgoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F, and 13G required to be filed with the Securities and Exchange Commission; and delivering, furnishing or filing any such documents with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution, delivery, furnishing, and/or filing of the applicable document.

This power of attorney shall be valid from the date hereof and replaces the power granted on February 5, 2001, which is hereby cancelled.

IN WITNESS HEREOF, I have executed this instrument as of the date set forth below.

Date: February 24, 2004

DAVID E. SHAW, as President of  
D. E. Shaw & Co., Inc.  
/s/David E. Shaw  
New York, New York

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**Exhibit 2**

POWER OF ATTORNEY  
FOR CERTAIN FILINGS  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, David E. Shaw, hereby make, constitute and appoint each of:

Anne Dinning,

Julius Gaudio,

Lou Salkind,

Stuart Steckler, and

Eric Wepsic,

acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, executing in my name and/or my capacity as President of D. E. Shaw & Co. II, Inc. (acting for itself and as the managing member of D. E. Shaw & Co., L.L.C., which in turn may be acting for itself or as the managing member of other companies) all documents, certificates, instruments, statement, other filings and amendments to the forgoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F and 13G required to be filed with the Securities and Exchange Commission; and delivering, furnishing or filing any such documents with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution and delivery, furnishing or filing of the applicable document.

This power of attorney shall be valid from the date hereof and replaces the power granted on February 5, 2001, which is hereby cancelled.

IN WITNESS HEREOF, I have executed this instrument as of the date set forth below.

Date: February 24, 2004

DAVID E. SHAW, as President of  
D. E. Shaw & Co. II, Inc.  
/s/David E. Shaw  
New York, New York

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