TIAN EDWARD Form 4/A December 11, 2006

Common

Stock

December 11	1, 2006											
FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL					
Washington, D.C. 20549								OMB Number:	3235-0287			
if no long subject to Section 1 Form 4 o	Check this box if no longer subject to Section 16. Form 4 or								Expires: Estimated a burden hou response	rs per		
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the l	Public Ut	ility Holdi		ny Act	of 19	Act of 1934, 935 or Section				
(Print or Type I	Responses)											
1. Name and Address of Reporting Person * TIAN EDWARD			2. Issuer Name and Ticker or Trading Symbol ASIAINFO HOLDINGS INC [ASIA]					5. Relationship of Reporting Person(s) to Issuer				
								(Check all applicable)				
(Last)				3. Date of Earliest Transaction (Month/Day/Year)				XDirector10% OwnerOfficer (give titleOther (specify below)				
GARDEN, I	, BEIJING RIVII NO. 1 XIANGJIA HAOYANG DIS	ANG	11/29/20	006				,	,			
	(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
BEIJING, F				12/01/2006				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-De	rivative Secu	ırities A	cquir	red, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution			n Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Stock								2,368,871	D	Shares held by		
Commmon Stock								2,198,079	I	Dr. Tian's wife, Jean Qin		

Kong

4,000

I

In revocable

trust for the

benefit of Stephanie Tian

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Common Stock	11/29/2006	P	2,235,632 A	\$ 4.75	2,235,632	I	Held through PacificInfo Limited, which is wholly-owned by Edward Tian
							Tian

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares	
Stock Options(Right to acquire Common Stock)	\$ 7.6					10/04/1999(1)	10/04/2009	Common Stock	360,0	
Stock Options(Right to acquire Common Stock)	\$ 2.75					11/15/1998(2)	11/15/2007	Common Stock	300,0	
Restricted Stock Units (Right to acquire Common Stock)	\$0					12/26/2006(3)	12/26/2009	Common Stock	5,00	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TIAN EDWARD VILLA 108, BEIJING RIVIERA GARDEN NO. 1 XIANGJIANG BEI RD., CHAOYANG DIST. BEIJING, F4 100103



Signatures

Edward Tian 12/11/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) 400,000 options were granted on October 4, 1999 and vested on the grant date. Dr. Tian surrendered 40,000 options on January 10, 2001.
- (2) 300,000 options were granted on November 15, 1997 and vested on an annual schedule of 33%, 33%, 33%, beginning on the first anniversary of the grant date.
- 5,000 restricted stock units were granted on December 26, 2005 and vest on an annual schedule of 25% each, beginning on the first anniversary of the grant date. Upon each vesting, one share of common stock shall be issuable for each restricted stock units on such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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