TIAN EDWARD Form 4/A December 11, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

TIAN EDWARD			2. Issuer Name and Ticker or Trading Symbol ASIAINFO HOLDINGS INC					Issuer			
			[ASIA]	I O HOLI	)II (O) II (	C		(Chec	k all applicabl	le)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				_X_ Director 10% Owner Officer (give title Other (specify				
VILLA 108, BEIJING RIVIERA GARDEN, NO. 1 XIANGJIANG		09/26/2006				below)	below)				
BEI RD., CH	HAOYANG D	IST.									
	(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
DELINIC E	Filed(Month/Day/Year) 09/29/2006					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
BEIJING, F4 100103							Person				
(City)	(State)	(Zip)	Table	I - Non-De	erivative Sec	curities	Acqu	ired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution (Instr. 3) any		emed ion Date, if n/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	09/26/2006			M	550,000	A	\$ 1.1	2,368,871	D		
Commmon Stock								2,198,079	I	Shares held by Dr. Tian's wife, Jean Qin Kong	
Common Stock								4,000	I	In revocable trust for	

#### Edgar Filing: TIAN EDWARD - Form 4/A

the benefit of Stephanie Tian

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Options(Right to acquire Common Stock)	\$ 7.6					10/04/1999 <u>(1)</u>	10/04/2009	Common Stock
Stock Options(Right to acquire Common Stock)	\$ 2.75					11/15/1998 <u>(2)</u>	11/15/2007	Common Stock
Stock Options(Right to acquire Common Stock)	\$ 1.1	09/26/2006		M	550,000	10/01/1997 <u>(3)</u>	10/01/2006	Common Stock
Restricted Stock Units (Right to acquire Common Stock)	\$ 0					12/26/2006(4)	12/26/2009	Common Stock

# **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.
- (3) 600,000 options were granted on October 1, 1996 and vested on an annual schedule of 60%, 30%, 10%, 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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