TIAN EDWARD
Form 4
December 28, 2009

# FORM 4

**OMB APPROVAL**

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| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>TIAN EDWARD | 2. Issuer Name **and** Ticker or Trading Symbol<br>**ASIAINFO HOLDINGS INC** [ASIA] | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable) |
|---|---|---|
| (Last)     (First)     (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/26/2009 | __X__ Director          __X__ 10% Owner<br>_____ Officer (give title      _____ Other (specify below)          below) |
| VILLA 108, BEIJING RIVIERA GARDEN, NO. 1 XIANGJIANG BEI RD., CHAOYANG DIST. | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| BEIJING, F4 100103 | | |
| (City)     (State)     (Zip) | | |

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

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 | 12/26/2009 | | M | | 1,250 | A | $ 0 | 3,033,871 | D | |
| Common Stock | | | | | | | | 2,087,704 | I | Shares held by Edward Tian's wife, Jean Qin Kong |
| Common Stock | | | | | | | | 4,000 | I | In revocable trust for the benefit of Stephanie Tian |

| Common Stock | | 2,235,632 | I | Held through PacificInfo Limited, which is wholly-owned by Edward 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. Transaction 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 (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (Right to acquire Common Stock) | $ 0 | 12/26/2009 | | M | | | 1,250 | 12/26/2006[(1)] | 12/26/2009 | Common Stock | 1,250 |
| Restricted Stock Units (right to acquire common stock) | $ 0 | | | | | | | 01/13/2010[(2)] | 01/13/2013 | Common Stock | 6,750 |
| Pre-paid variable delivery forward contract [(3)] | $ 0 [(4)] [(5)] | | | | | | | 05/05/2011 | 05/05/2011 | Common Stock | 741,6 |

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# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| TIAN EDWARD<br>VILLA 108, BEIJING RIVIERA GARDEN<br>NO. 1 XIANGJIANG BEI RD., CHAOYANG DIST.<br>BEIJING, F4 100103 | X | X | | |

# Signatures

/s/ Edward Tian                    12/28/2009

**Signature of                    Date
Reporting Person

# 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)**    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 vest date.

**(2)**    6,750 restricted stock units were granted on January 13, 2009. Each restricted stock unit represents a contingent right to receive one share of common stock. The restricted stock units vest in four equal annual installments beginning January 13, 2010.

**(3)**    Obligation to sell common stock.

**(4)**    PacificInfo Limited ("PacificInfo"), which is wholly-owned by Edward Tian, entered into a pre-paid variable delivery forward transaction with Credit Suisse Capital LLC. In exchange for a purchase price of $10,000,013.11, which was paid on May 5, 2009, PacificInfo acquired an obligation to deliver on May 5, 2011 (the "Maturity Date"), either (i) up to 741,689 shares (the "Base Amount") of common stock or, at the option of PacificInfo, or (ii) the cash equivalent of such shares. The exact number of shares of common stock that PacificInfo will be required to deliver will be determined based on the "Volume Weighted Average Price" per share of the common stock, as displayed on Bloomberg Page "AQR" (the "Relevant Price") during 15 Stock Exchange Business Days immediately prior to and including the Maturity Date (the "Valuation Period"). (Continued in footnote 6)

**(5)**    (Continued from footnote 5) On the Maturity Date, if the arithmetic mean of the Relevant Price of the common stock during the Valuation Period (the "Settlement Price") is less than or equal to $15.6272 (the "Floor Price"), PacificInfo shall be obligated to deliver 741, 689 shares of common stock. If the Settlement Price is greater than the Floor Price but less than $23.4407 (the "Cap Price"), PacificInfo shall be obligated to deliver a number of shares of common stock equal to the product of (i) the Base Amount and (ii) the quotient of the Floor Price divided by the Settlement Price. If the Settlement Price is greater than or equal to the Cap Price, PacificInfo shall be obligated to deliver a number of shares of the common stock equal to the product of (i) the Base Amount and (ii) the quotient of (A) the Floor Price plus the difference between the Settlement Price and the Cap Price divided by (B) the Settlement Price.

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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