

DING JAMES
Form 4
May 11, 2009

FORM 4

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

OMB APPROVAL

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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 *
DING JAMES

2. Issuer Name and Ticker or Trading Symbol
ASIAINFO HOLDINGS INC
[ASIA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

4/F ZHONGDIAN INFORMATION TOWER, 6 ZHONGGUANCUN SOUTH ST., HAIDIAN DIST.

05/07/2009

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BEIJING, F4 100086

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/07/2009		M		202,000	A	\$ 7.6
Common Stock					96,000	I	

In New Media China Investment I, Ltd. , which is beneficially owned by James Ding

Common Stock	86,947	I	In a grantor retained annuity trust for the benefit of James Ding and his family
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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. 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 Underlying Security (Instr. 3 and 4)	8. Amount Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Stock Options (Right to acquire Common Stock)	\$ 7.6	05/07/2009		M	202,000	10/04/1999	10/04/2009	Common Stock	345
Stock Options (Right to acquire Common Stock)	\$ 4.03					08/15/2003 ⁽¹⁾	08/15/2012	Common Stock	200
Restricted Stock Units (right to acquire common stock)	\$ 0					12/26/2006 ⁽²⁾	12/26/2009	Common Stock	1,
Pre-paid variable	\$ 0 ⁽⁴⁾ ⁽⁵⁾					09/25/2009	09/25/2009	Common Stock	300

delivery
forward
contract ⁽³⁾

Pre-paid
variable
delivery
forward
contract ⁽³⁾

\$ 0 ⁽⁶⁾ ⁽⁷⁾

10/30/2009 10/30/2009

Common
Stock 400

Restricted
Stock
Units
(right to
acquire
common
stock)

\$ 0

01/13/2010⁽⁸⁾ 01/13/2013

Common
Stock 6,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DING JAMES
4/F ZHONGDIAN INFORMATION TOWER
6 ZHONGGUANCUN SOUTH ST., HAIDIAN DIST.
BEIJING, F4 100086

X

Signatures

/s/ James Ding

05/11/2009

**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).

200,000 stock options with an exercise price of \$4.03 were granted on August 15, 2002. These options vest in two installments of 25%

(1) each on the first and second anniversary of the grant date, and in eight subsequent quarterly installments of 6.25% each, commencing on November 15, 2004 and ending on August 15, 2006.

5,000 restricted stock units were granted on December 26, 2005 and vest on an annual schedule of 25% each, beginning on the first

(2) 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.

(3) Obligation to sell Common Stock.

Mr. Ding entered into a pre-paid variable delivery forward transaction with Morgan Stanley & Co. International Limited. In exchange for a purchase price of \$1,908,480, which will be paid on October 2, 2007, Mr. Ding acquired an obligation to deliver on September 30, 2009 (the "Settlement Date"), either (i) up to 300,000 shares (the "Base Amount") of Common Stock or, at the option of Mr. Ding, (ii) the cash equivalent of such shares. The exact number of shares of Common Stock that Mr. Ding will be required to deliver will be determined on September 25, 2009 (the "Valuation Date"). On the Valuation Date, if the closing price (the "Settlement Price") of the Common Stock is less than or equal to \$7.7175 (the "Floor Price"), Mr. Ding shall be obligated to deliver 300,000 shares of Common Stock. (Continued in Footnote 6).

(5)

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(Continued from footnote 5) If the Settlement Price is greater than the Floor Price but less than \$12.005 (the "Ceiling Price"), Mr. Ding 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 Ceiling Price, Mr. Ding shall be obligated to deliver a number of shares of Common Stock equal to the product of the Base Amount and the difference of 1 minus the quotient of (i) the difference of the Ceiling Price minus the Floor Price, divided by (ii) the Settlement Price.

- Mr. Ding entered into a pre-paid variable delivery forward transaction with Morgan Stanley & Co. International Limited. In exchange for a purchase price of \$ 3,892,680.00, which will be paid on November 5, 2007, Mr Ding acquired an obligation to deliver on November 4, 2009(the "Settlement Date"), either (i) up to 400,000 shares (the "Base Amount") of Common Stock or, at the option of Mr. Ding, (ii) the cash equivalent of such shares. The exact number of shares of Common Stock that Mr. Ding will be required to deliver will be determined on October 30, 2009 (the "Valuation Date"). On the Valuation Date, if the closing price (the "Settlement Price") of the Common Stock is less than or equal to \$ 11.052 (the "Floor Price"), Mr. Ding shall be obligated to deliver 400,000 shares of Common Stock. (Continued in footnote 8)
- (6)

- (Continued from footnote 7)If the Settlement Price is greater than the Floor Price but less than \$14.122 (the "Ceiling Price"), Mr. Ding 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 Ceiling Price, Mr. Ding shall be obligated to deliver a number of shares of Common Stock equal to the product of the Base Amount and the difference of 1 minus the quotient of (i) the difference of the Ceiling Price minus the Floor Price, divided by (ii) the Settlement Price.
- (7)

- (8) 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.

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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