

ASIAINFO HOLDINGS INC
 Form 4
 September 29, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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

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 *
 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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/26/2006

Director 10% Owner
 Officer (give title below) Other (specify 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)
 Form filed by One Reporting Person
 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 | 09/26/2006 | | M | 550,000 A \$ 1.1 | 5,875,029 | D | |
| Common Stock | | | | | 2,198,079 | I | Shares held by Dr. Tian's wife, Jean Qin Kong |
| Common Stock | | | | | 4,000 | I | In revocable trust for |

the benefit
of
Stephanie
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 Underlying Security (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 ⁽¹⁾ 10/04/2009 | Common Stock |
| Stock Options(Right to acquire Common Stock) | \$ 2.75 | | | | | 11/15/1998 ⁽²⁾ 11/15/2007 | Common Stock |
| Stock Options(Right to acquire Common Stock) | \$ 1.1 | 09/26/2006 | | M | 550,000 | 10/01/1997 ⁽³⁾ 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 | | X | | |

Signatures

Edward Tian 09/29/2006

__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.
- (4) 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.