ASIAINFO HOLDINGS INC
Form 4
February 26, 2007

FORM 4

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

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAN YING

(Last) (First) (Middle)

4/F ZHONGDIAN INFORMATION TOWER, 6 ZHONGGUANCUN S ST,HAIDIAN DISTRICT

(Street)

BEIJING, F4 100086

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Former Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	02/22/2007		M		57,306	A	$ 4.03	66,056	D	
Common Stock	02/22/2007		S		50,000	D	$ 8.5384	16,056	D	
Common Stock	02/22/2007		S		7,306	D	$ 8.6468	8,750	D	

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock Options (right to acquire common stock)	$ 4.17							06/01/2000(1)	06/01/2009	Common Stock	55,0
Stock Options (right to acquire common stock)	$ 7.6							11/19/2000(2)	11/19/2009	Common Stock	100,
Stock Options (right to acquire common stock)	$ 24							02/17/2001(3)	02/17/2010	Common Stock	55,0
Stock Options (right to acquire common stock)	$ 9.25							01/16/2002(4)	01/16/2011	Common Stock	40,0
Stock Options (right to acquire common stock)	$ 9.625							04/04/2002(5)	04/04/2011	Common Stock	60,0
Stock Options	$ 4.03	02/22/2007		M			57,306	08/15/2003(6)	08/15/2012	Common Stock	150,

(right to acquire common stock)					
Stock Options (right to acquire common stock)	$ 7.07	09/29/2004(7)	09/29/2013	Common Stock	102,
Stock Options (right to acquire common stock)	$ 4.99	06/14/2005(8)	06/14/2014	Common Stock	60,0
Restricted Stock Units (right to acquire common stock)	$ 0	12/26/2006(9)	12/26/2009	Common Stock	26,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAN YING 4/F ZHONGDIAN INFORMATION TOWER 6 ZHONGGUANCUN S ST,HAIDIAN DISTRICT BEIJING, F4 100086				Former Chief Financial Officer

Signatures

/s/ Ying Han	02/26/2007
**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) 125,000 stock options with an exercise price of $4.17 were granted on June 1, 1999 and vest on an annual schedule of 20%, 20%, 30%, 30%, beginning on the first anniversary of the grant date.

(2) 100,000 stock options with an exercise price of $7.60 were granted on November 19, 1999, and vest on an annual schedule of 20%, 20%, 30% and 30%, beginning on the first anniversary of the grant date.

(3) 55,000 stock options with an exercise price of $24.00 were granted on February 17, 2000, and vest on an annual schedule of 20%, 20%, 30% and 30%, beginning on the first anniversary of the grant date.

(4) 40,000 stock options with an exercise price of $9.25 were granted on January 16, 2001. These options vest in two installments of 25% each on the first and second anniversary of the grant date, and in eight subsequent quarterly installments of 6.25% each, commencing on April 17, 2003 and ending on January 16, 2005.

(5) 60,000 stock options with an exercise price of $9.625 were granted on April 4, 2001. These options vest in two installments of 25% each on the first and second anniversary of the grant date, and in eight subsequent quarterly installments of 6.25% each, commencing on July 5, 2003 and ending on April 4, 2005

(6) 150,000 stock options with an exercise price of $4.03 were granted on August 15, 2002. These options vest in two installments of 25% 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.

(7) 102,000 stock options with an exercise price of $7.07 were granted on September 29, 2003. These options vest in two installments of 25% each on the first and second anniversary of the grant date, and in eight subsequent quarterly installments of 6.25% each, commencing on December 29, 2005 and ending on September 29, 2007.

(8) 60,000 stock options with an exercise price of $4.99 were granted on June 14, 2004. These options vest in two installments of 25% each on the first and second anniversary of the grant date, and in eight subsequent quarterly installments of 6.25% each, commencing on September 14, 2006 and ending on June 14, 2008.

(9) 35,000 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.

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.