

TIAN EDWARD
Form 5
February 10, 2006

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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 Reporting

(check applicable line)

BEIJING, F4 100103

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 10/27/2004 | Â | S4 ⁽⁵⁾ | 250,000 D | \$ 7.07 | 1,878,079 D | Â |
| Common Stock | 06/06/2005 | Â | S4 ⁽⁶⁾ | 250,000 D | \$ 8.44 | 1,628,079 D | Â |
| Common Stock | 12/13/2005 | Â | J ⁽⁷⁾ | 190,792 A | \$ 0 | 1,818,871 D | Â |

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| | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|------|-----------|---|---|
| Common Stock | 12/13/2005 | Â | J ⁽⁸⁾ | 190,792 | D | \$ 0 | 0 | I | In a trust for the benefit of Dr. Tian's children, for which Dr. Tian's wife is the trustee |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,198,079 | I | Shares held by Dr. Tian's wife, Jean Qin Kong |
| Common Stock | Â | Â | Â | Â | Â | Â | 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.

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(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|---|--------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Stock Options(Right to acquire Common Stock) | \$ 7.6 | Â | Â | Â | Â | Â | 10/04/1999 ⁽¹⁾ | 10/04/2009 | Common Stock |
| Stock Options(Right to acquire Common Stock) | \$ 2.75 | Â | Â | Â | Â | Â | 11/15/1998 ⁽²⁾ | 11/15/2007 | Common Stock |

| | | | | | | | | | |
|--|--------|------------|---|----|-------|---|---------------------------|------------|--------------|
| Stock Options(Right to acquire Common Stock) | \$ 1.1 | Â | Â | Â | Â | Â | 10/01/1997 ⁽³⁾ | 10/01/2006 | Common Stock |
| Restricted Stock Units (right to acquire common stock) | \$ 0 | 12/26/2005 | Â | A4 | 5,000 | Â | 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 | Â X | Â | Â | Â |

Signatures

Edward Tian 02/10/2006

 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) 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 vest date.
- (5) On October 27, 2004, Dr. Tian sold 250,000 shares to Morgan Stanley & Co. International Limited ("MSCIL") pursuant to a collar transaction entered into by Dr. Tian and MSCIL on April 27, 2001.
- (6) On June 6, 2005, Dr. Tian delivered 250,000 shares to MSCIL pursuant to a pre-paid variable delivery forward transaction involving delivery of up to 250,000 shares entered into by Dr. Tian and MSCIL on June 5, 2002.
- (7) On December 13, 2005, 190,792 shares of AsiaInfo common stock were re-registered to Dr. Tian from a trust for the benefit of his children.
- (8) Please see the Note 7.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.