

TIAN EDWARD  
Form 4  
January 13, 2010

**FORM 4**

**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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TIAN EDWARD

(Last) (First) (Middle)

VILLA 108, BEIJING RIVIERA  
GARDEN, NO. 1 XIANGJIANG  
BEI RD., CHAOYANG DIST.

(Street)

BEIJING, F4 100103

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/13/2010

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) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 01/13/2010                              |                                                             | M                                    | 1,687 A \$ 0                                                               | 3,035,558                                                                                                          | D                                                                       |                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 2,087,704                                                                                                          | I                                                                       | Shares held by<br>Edward Tian's<br>wife, Jean Qin<br>Kong      |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 4,000                                                                                                              | I                                                                       | In revocable<br>trust for the<br>benefit of<br>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.

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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 of Underlying Securities (Instr. 3 and 4) |                         |
|------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|-------------------------|
|                                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date | Title                                                         | Amount Number of Shares |
| Restricted Stock Units (right to acquire common stock)     | \$ 0                                                   | 01/13/2010                           |                                                    | M                              | 1,687                                                                                   | 01/13/2010 <sup>(1)</sup>                                | 01/13/2013      | Common Stock                                                  | 6,750                   |
| Pre-paid variable delivery forward contract <sup>(2)</sup> | \$ 0 <sup>(3)</sup> <sup>(4)</sup>                     |                                      |                                                    |                                |                                                                                         | 05/05/2011                                               | 05/05/2011      | Common Stock                                                  | 741,600                 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |
|                                | X X                              |

TIAN EDWARD  
VILLA 108, BEIJING RIVIERA GARDEN  
NO. 1 XIANGJIANG BEI RD., CHAOYANG DIST.  
BEIJING, F4 100103

## Signatures

/s/ Edward Tian

01/13/2010

\*\*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) 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.
- (2) Obligation to sell common stock.
- 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)
- (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
- (4) 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. 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.