

TIAN EDWARD
Form 4
August 09, 2012

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
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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-LINKAGE, INC [ASIA]

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

08/07/2012

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 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)
Common Stock	08/09/2012		M	6,176 A \$ 0	3,147,332	D	
Common Stock					2,087,704	I	Shares held by Edward Tian's wife, Jean Qin Kong
Common Stock					4,000	I	In revocable trust for the benefit of Stephanie Tian

Common Stock	1,493,943	I	Held through PacificInfo Limited, which is wholly-owned by Edward Tian
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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 Am Underlying Secu (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units (right to acquire common stock)	\$ 0 ⁽¹⁾	08/09/2012		M	6,176	02/09/2012 ⁽¹⁾ 08/09/2012	Common Stock
Restricted Stock Units (right to acquire common stock)	\$ 0 ⁽²⁾	08/07/2012		A ⁽²⁾	13,394	02/07/2013 ⁽²⁾ 08/07/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TIAN EDWARD VILLA 108, BEIJING RIVIERA GARDEN	X

NO. 1 XIANGJIANG BEI RD., CHAOYANG DIST.
BEIJING, F4 100103

Signatures

/s/ Edward Tian

08/09/2012

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).
 - 12,352 restricted stock units were granted on August 9, 2011 (the "2011 RSUs"). Each 2011 RSU represents a contingent right to receive one share of common stock. The 2011 RSUs vest in two equal installments on the 6-month and 12-month anniversaries of the grant date. The grant of the 2011 RSUs was conditioned on the Reporting Person's cancellation of the 2009 RSUs and 2010 RSUs.
 - (2) 13,394 restricted stock units were granted on August 7, 2012 (the "2012 RSUs"). Each 2012 RSU represents a contingent right to receive one share of common stock. The 2012 RSUs vest in two equal installments on February 7, 2013 and August 7, 2013.

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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