ASIAINFO HOLDINGS INC

Form 4

November 21, 2006

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

January 31, Expires: 2005

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SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JIAN OI

2. Issuer Name and Ticker or Trading

Issuer

Symbol

ASIAINFO HOLDINGS INC

(Check all applicable)

[ASIA]

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

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

4F ZHONGDIAN INFO TOWER.6 ZHONGGUANCUN, SOUTH

11/20/2006

below)

Vice President

STREET, HAIDIAN DISTRICT

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BEIJING, F4 100086

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial

Indirect Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (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)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 Securition (Instr. 3 and 4)			
				Code V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Options (right to acquire Common Stock)	\$ 24							02/17/2001(1)	02/17/2010	Common Stock	30,0
Stock Options (right to acquire Common Stock)	\$ 12.44							11/01/2001(2)	11/01/2010	Common Stock	8,00
Stock Options (right to acquire Common Stock)	\$ 9.25							01/16/2002(3)	01/16/2011	Common Stock	38,2
Stock Options (right to acquire Common Stock)	\$ 9.25							01/16/2002(4)	01/16/2011	Common Stock	10,0
Stock Options (right to acquire Common Stock)	\$ 4.03							08/15/2003(5)	08/15/2012	Common Stock	22,5
Stock Options (right to acquire Common Stock)	\$ 7.07							09/29/2004(6)	09/29/2013	Common Stock	42,5
	\$ 4.99							06/14/2005(7)	06/14/2014		30,0

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Stock Options (right to acquire Common Stock)							Common Stock	
Restricted Stock Unites (right to acquire Common Stock)	\$ 0				12/26/2006(8)	12/26/2009	Common Stock	16,0
Restricted Stock Unites (right to acquire Common Stock)	\$ 0	11/20/2006	A	50,000	<u>(9)</u>	06/30/2010	Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
·	Director	10% Owner	Officer	Other		
JIAN QI						
4F ZHONGDIAN INFO TOWER,6 ZHONGGUANCUN	Vice					
SOUTH STREET, HAIDIAN DISTRICT	President					
BEIJING, F4 100086						

Signatures

Jian Qi 11/21/2006

**Signature of Person 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) 30,000 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.
- 8,000 stock options with an exercise price of \$12.44 were granted on November 1, 2000. These options vest in two installments of 25%(2) each on the first and second anniversary of the grant date, and in eight subsequent quarterly installments of 6.25% each, commencing on February 1, 2003 and ending on November 1, 2004.
- 38,200 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 16, 2003 and ending on January 16, 2005.

(4)

Reporting Owners 3

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10,000 stock options with an exercise price of \$9.25 were granted on January 16, 2001 and vest in two installments of 50% each on the first and second anniversary of the grant date.

- 30,000 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.
- 42,500 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.
- 30,000 stock options with an exercise price of \$4.99 were granted on June 14, 2004. These options vest in two installments of 25% each (7) 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.
- 16,000 restricted stock units were granted on December 26, 2005 and vest on an annual schedule of 25% each, beginning on the first

 (8) 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
- (9) 50,000 restricted stock units were granted on November 20, 2006. These stock units are performance based and will be allocated among five different performance goals of the Company over a four-year period.

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.