ASIAINFO HOLDINGS INC

Form 4

December 29, 2008

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

OMB Number:

Expires:

response...

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

OMB APPROVAL

Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Manning Tom

2. Issuer Name and Ticker or Trading

Symbol

ASIAINFO HOLDINGS INC

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

[ASIA]

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year) 12/26/2008

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

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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 Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

\$0

Reported Transaction(s)

(Instr. 3 and 4) Price

Common Stock

12/26/2008

Code V Amount (D) M 1,250 A

1,250

D

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)			ransaction Derivative Expiration Date ode Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		Expiration Date		Amount of Securities 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Units (Right to acquire Common Stock)	\$ 0					10/25/2006 <u>(1)</u>	10/25/2009	Common Stock	1,250
Restricted Stock Units (Right to acquire Common Stock)	\$ 0	12/26/2008		M	1,250	12/26/2006(2)	12/26/2009	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 8	Director	10% Owner	Officer	Other		
Manning Tom 4/F ZHONGDIAN INFORMATION TOWER 6 ZHONGGUANCUN S. ST.,HAIDIAN DIST. BEIJING, F4 100086	X					
0' '						

Signatures

/s/ Tom
Manning

**Signature of Reporting Person

12/29/2008

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).

5,000 restricted stock unit were granted on October 25, 2005 and vest on an annual schedule of 25% each, beginning on the first

(1) anniversary of the grant date. Upon each vesting, one share of common stock shall be issuable for each restricted stock unit on such vest date.

Reporting Owners 2

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5,000 restricted stock units were granted on December 26, 2005 and vest on an annual schedule of 25% each, beginning on the first

(2) 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.