CHU EILEEN Form 4 April 01, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 * **CHU EILEEN**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ASIAINFO HOLDINGS INC [ASIA]

(Check all applicable)

03/31/2009

(Last) (First) (Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

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

4/F ZHONGDIAN INFORMATION

TOWER, 6 ZHONGGUANCUN S.

below)

Financial Consultant

ST., HAIDIAN DIST.

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

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)

03/31/2009

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

1.Title of Security (Instr. 3)

Stock

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

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

6,625

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

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

(9-02)

(A)

Reported Transaction(s) (Instr. 3 and 4)

36,712

Common

Price Code V Amount (D)

\$0

D

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

M

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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. Transaction Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab 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	Amoun or Number of Share	
Restricted Stock Unit (right to acquire common stock)	\$ 0					12/26/2006(1)	12/26/2009	Common Stock	313	
Restricted Stock Unit (right to acquire common stock)	\$ 0	03/31/2009		M	6,625	(2)	06/30/2010	Common Stock	23,85	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CHU EILEEN 4/F ZHONGDIAN INFORMATION TOWER 6 ZHONGGUANCUN S. ST.,HAIDIAN DIST. BEIJING, F4 100086

Financial Consultant

Signatures

Eileen Chu 04/01/2009

**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).
- 1,250 restricted stock unit were granted on December 26, 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 vesting date.
- (2) 53,000 restricted stock units were granted on November 23, 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.

Reporting Owners 2

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