DING JAMES Form 4

December 28, 2009

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **DING JAMES** Issuer Symbol ASIAINFO HOLDINGS INC (Check all applicable) [ASIA] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) 4/F ZHONGDIAN INFORMATION 12/26/2009 TOWER, 6 ZHONGGUANCUN SOUTH ST., HAIDIAN DIST. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) 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 , F	,	J
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) o	r	Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	(D) or	Ownership
		• •	` ′				Following	Indirect (I)	(Instr. 4)
							Reported	(Instr. 4)	, ,
					(A)		Transaction(s)		
			~		or	. .	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
Common	12/26/2009		M	1,250	Α	\$0	932,729	D	
Stock	12/20/2007		141	1,230	11	ΨΟ	752,127	D	
									* >*
									In New

			In New
			Media China
			Investment I,
Common	96,000	т	Ltd., which
Stock	90,000	1	is
			beneficially

owned by James Ding

0.5

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		_	ugai i ililig. Dilv	G JAIVIL	5 - 1 01111 4						
Common Stock					86	,947	I		retain annu for the	ity trust ne fit of es Ding nis	
Reminder: R	eport on a sepa	rate line for each class	s of securities benefic	ially owned	directly or ind	lirectly.					
				Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.					SEC 1474 (9-02)		
			tive Securities Acqui nts, calls, warrants, o				ed				
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)	Securities	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 Exerci	sable	Expiration Date	n	Title	Amoun or Number of Shares

M

Reporting Owners

\$0

\$0

Restricted Stock Units

(right to

acquire common stock)

Restricted Stock Units

(right to

acquire common stock)

Reporting Owner Name / Address

12/26/2009

Relationships

1,250 12/26/2006(1) 12/26/2009

 $01/13/2010^{\underline{(2)}} \quad 01/13/2013$

Common

Stock

Common

Stock

1,250

6,750

Reporting Owners 2

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X

Director 10% Owner Officer Other

DING JAMES
4/F ZHONGDIAN INFORMATION TOWER
6 ZHONGGUANCUN SOUTH ST., HAIDIAN DIST.
BEIJING, F4 100086

Signatures

/s/ James Ding 12/28/2009

**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).
- 5,000 restricted stock units were granted on December 26, 2005 and vest on an annual schedule of 25% each, beginning on the first anniversary of the grant date. Upon each vesting, one share of common stock shall be issuable for each restricted stock units on such vest
- (2) 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.

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.

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