DING JAMES Form 5

February 10, 2006

08/23/2005

08/23/2005

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Stock

Stock

Common

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **DING JAMES** Symbol ASIAINFO HOLDINGS INC (Check all applicable) [ASIA] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2005 4/F ZHONGDIAN INFORMATION TOWER, Â 6 ZHONGGUANCUN S. ST., HAIDIAN DIST. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) BEIJING, F4Â 100086 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired 1.Title of 2. Transaction Date 2A. Deemed 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and Price Amount (D) Common Â Â $S4^{(4)}$ 03/07/2005 125,000 D 1,581,229 D 8.2 Stock Common Â Â

G

J(5)

33,176

240,000

D

D

\$0

\$0

1,548,053

1,308,053

D

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					Persons who respond to the collection of information contained in this form are not required to respond unless					
	Common Stock	Â	Â	Â	Â	Â	Â	86,947	I	In a grantor retained annuity trust for the benefit of James Ding and his family
	Common Stock	08/23/2005	Â	J <u>(7)</u>	246,000	A	\$0	246,000	I	In New Media China Investment I, Ltd., which is beneficially owned by James Ding
	Common Stock	08/23/2005	Â	J <u>(6)</u>	6,000	D	\$0	0	I	In a revocable trust for the benefit of Rene Ding

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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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. Numb Derivativ Securitie Acquired or Dispo of (D) (Instr. 3, and 5)	ve es d (A) sed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
					(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options(Right to acquire Common Stock)	\$ 2.75	Â	Â	Â	Â	Â	11/15/1998	11/15/2007	Common Stock
Stock Options(Right to acquire Common Stock)	\$ 7.6	Â	Â	Â	Â	Â	10/04/1999	10/04/2009	Common Stock

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Stock Options(Right to acquire Common Stock)	\$ 4.03	Â	Â	Â	Â	Â	08/15/2003	08/15/2012	Common Stock
Pre-paid variable delivery forward contract	\$ 0 (1)	Â	Â	Â	Â	Â	05/22/2006	05/22/2006	Common Stock
Pre-paid variable delivery forward contract	\$ 0 (2)	Â	Â	Â	Â	Â	01/24/2007	01/24/2007	Common Stock
Restricted Stock Units (right to acquire common stock)	\$ 0	12/26/2005	Â	A4	5,000	Â	12/26/2006 <u>(3)</u>	12/26/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DING JAMES 4/F ZHONGDIAN INFORMATION TOWER 6 ZHONGGUANCUN S. ST., HAIDIAN DIST. BEIJING, F4 100086	ÂX	Â	Â	Â		

Signatures

James Ding 02/10/2006

**Signature of Pate 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) See Note 5 on Mr. Ding's Form 4 for May 22, 2003 filed with the SEC on May 27, 2003.
- (2) Obligation to sell Common Stock.
- 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 date.
- (4) On March 7, 2005, Mr. Ding delivered 125,000 shares to Morgan Stanley & Co. International Limited ("MSCIL") pursuant to a pre-paid variable delivery forward transaction involving delivery of up to 250,000 shares entered into by Mr. Ding and MSCIL on March 6, 2002 and the Closing of Pre-paid Variable Delivery Forward Transaction dated on August 5, 2003, which set the number of closed shares as

Reporting Owners 3

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125,000.

- (5) 240,000 Shares were Re-registered from James Ding to New Media China Investment I, Ltd. on August 23, 2005.
- (6) 6,000 Shares were Re-registered from a trust to New Media China Investment I, Ltd. on August 23, 2005.
- (7) See the Note 5 and Note 6.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.