

ASIAINFO HOLDINGS INC

Form 4

December 27, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JIAN QI

2. Issuer Name **and** Ticker or Trading  
Symbol  
ASIAINFO HOLDINGS INC  
[ASIA]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
4F ZHONGDIAN INFO TOWER,6  
ZHONGGUANCUN, SOUTH  
STREET, HAIDIAN DISTRICT

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/26/2007

\_\_\_\_ Director  
\_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President

(Street)  
BEIJING, F4 100086

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)<br>Code V Amount (D) Price                                |                                                                                                                    |                                                                      |                                         |
| Common<br>Stock                       | 12/26/2007                              |                                                             | M                                       | 4,000 A \$ 0                                                               | 16,750                                                                                                             | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**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<br>Derivative<br>Security<br>(Instr. 3)                      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|--------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                                          |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options<br>(right to<br>acquire<br>Common<br>Stock)             | \$ 24                                                                 |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 02/17/2001 <sup>(1)</sup>                                           | 02/17/2010         | Common<br>Stock | 30,000                              |
| Stock<br>Options<br>(right to<br>acquire<br>Common<br>Stock)             | \$ 12.44                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 11/01/2001 <sup>(2)</sup>                                           | 11/01/2010         | Common<br>Stock | 8,000                               |
| Stock<br>Options<br>(right to<br>acquire<br>Common<br>Stock)             | \$ 9.25                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/16/2002 <sup>(3)</sup>                                           | 01/16/2011         | Common<br>Stock | 38,200                              |
| Stock<br>Options<br>(right to<br>acquire<br>Common<br>Stock)             | \$ 9.25                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/16/2002 <sup>(4)</sup>                                           | 01/16/2011         | Common<br>Stock | 10,000                              |
| Stock<br>Options<br>(right to<br>acquire<br>Common<br>Stock)             | \$ 4.99                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 06/14/2005 <sup>(5)</sup>                                           | 06/14/2014         | Common<br>Stock | 5,625                               |
| Restricted<br>Stock<br>Units<br>(right to<br>acquire<br>Common<br>Stock) | \$ 0                                                                  | 12/26/2007                              |                                                             | M                                       |                                                                                                                 | 4,000                                                          |     | 12/26/2006 <sup>(6)</sup>                                           | 12/26/2009         | Common<br>Stock | 12,000                              |

Stock)

Restricted

Stock

Units

(right to \$ 0

acquire

Common

Stock)

(7)

06/30/2010

Common  
Stock

41,25

## Reporting Owners

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

## Signatures

/s/ Jian Qi

12/27/2007

Signature of  
Reporting Person

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).

(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.

(2) 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% 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.

(3) 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) 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.

(5) 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 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.

(6) 16,000 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.

(7) 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.

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