

DING JAMES
Form 5
February 10, 2006

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DING JAMES

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BEIJING, F4 100086

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	03/07/2005	Â	S4 ⁽⁴⁾	125,000 D \$ 8.2	1,581,229	D	Â
Common Stock	08/23/2005	Â	G	33,176 D \$ 0	1,548,053	D	Â
Common Stock	08/23/2005	Â	J ⁽⁵⁾	240,000 D \$ 0	1,308,053	D	Â

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Common Stock	08/23/2005	Â	J ⁽⁶⁾	6,000	D	\$ 0	0	I	In a revocable trust for the benefit of Rene Ding
Common Stock	08/23/2005	Â	J ⁽⁷⁾	246,000	A	\$ 0	246,000	I	In New Media China Investment I, Ltd. , which is beneficially owned by James Ding
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

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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 of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
					(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

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

Signatures

James Ding 02/10/2006

 **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) 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

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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.