ASIAINFO HOLDINGS INC

Form 4 April 03, 2008

FORM 4

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

OMB Number:

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

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

2005 Estimated average burden hours per response... 0.5

10% Owner

Other (specify

Expires:

OMB APPROVAL

3235-0287

January 31,

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **CHU EILEEN**

2. Issuer Name and Ticker or Trading

Symbol

ASIAINFO HOLDINGS INC

[ASIA]

3. Date of Earliest Transaction

(Month/Day/Year)

03/31/2008

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Chief Financial Officer

4/F ZHONGDIAN INFORMATION

(First)

(Middle)

TOWER, 6 ZHONGGUANCUN S. ST., HAIDIAN DIST.

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X_ Officer (give title

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.Title of Security (Instr. 3)

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

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

Reported Transaction(s)

13,875

(Instr. 3 and 4) Price (D)

(A)

Common Stock

03/31/2008

Code V Amount M 3,975 \$0

D

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

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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 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. Transactic 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 A Underlying S (Instr. 3 and	Securities
				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	625
Restricted Stock Unit (right to acquire common stock)	\$ 0	03/31/2008		M	3,975	<u>(2)</u>	06/30/2010	Common Stock	43,72

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chief Financial Officer

Signatures

Eileen Chu 04/03/2008

**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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