CHU EILEEN Form 4

December 31, 2008

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

OMB APPROVAL

OMB 3235-0287 Number:

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0.5

Estimated average burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue.

See Instruction 1(b).

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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

Issuer

ASIAINFO HOLDINGS INC

[ASIA]

(Check all applicable)

12/31/2008

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below)

Chief Financial Officer

10% Owner

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 Filing(Check

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.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 Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

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

Beneficial Ownership (Instr. 4)

(9-02)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Common Stock

12/31/2008

M 3,975

\$0 30,087

D

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

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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. Transactio Code (Instr. 8)	5. Number proof 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 Amount of Underlying Securities (Instr. 3 and 4)	
				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	313
Restricted Stock Unit (right to acquire common stock)	\$ 0	12/31/2008		M	3,975	<u>(2)</u>	06/30/2010	Common Stock	27,82

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 12/31/2008

**Signature of 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).
- 1,250 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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