

ZHANG STEVE

Form 4

December 31, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZHANG STEVE

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. Date of Earliest Transaction
(Month/Day/Year)
12/31/2008

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & President

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)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2008		M		22,500	A	\$ 0
					102,183		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
displays a currently valid OMB control
number.**

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. 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 Amount Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to acquire common stock)	\$ 7.6					10/18/2000 ⁽¹⁾	10/18/2009	Common Stock	72,000
Stock Options (right to acquire common stock)	\$ 24					02/17/2001 ⁽²⁾	02/17/2010	Common Stock	60,000
Stock Options (right to acquire common stock)	\$ 12.44					11/01/2001 ⁽³⁾	11/01/2010	Common Stock	120,000
Stock Options (right to acquire common stock)	\$ 9.25					01/16/2002 ⁽⁴⁾	01/16/2011	Common Stock	40,000
Stock Options (right to acquire common stock)	\$ 9.625					04/04/2002 ⁽⁵⁾	04/04/2011	Common Stock	40,000
Stock Options (right to acquire common stock)	\$ 4.03					08/15/2003 ⁽⁶⁾	08/15/2012	Common Stock	54,000
Stock Options	\$ 7.07					09/29/2004 ⁽⁷⁾	09/29/2013	Common Stock	102,000

(right to
acquire
common
stock)

Stock
Options
(right to
acquire
common
stock)

\$ 4.99

06/14/2005⁽⁸⁾

06/14/2014

Common
Stock

60,

Stock
Options
(right to
acquire
common
stock)

\$ 5.7

11/26/2005⁽⁹⁾

11/26/2014

Common
Stock

60,

Stock
Options
(right to
acquire
common
stock)

\$ 4.57

01/10/2006⁽¹⁰⁾

01/10/2015

Common
Stock

40,

Restricted
Stock Unit
(right to
acquire
common
stock) ⁽¹¹⁾

\$ 0

09/19/2006⁽¹¹⁾

09/19/2009

Common
Stock

20,

Restricted
Stock Unit
(right to
acquire
common
stock)

\$ 0

12/31/2008

M

22,500

⁽¹²⁾

06/30/2010

Common
Stock

157

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZHANG STEVE 4/F ZHONGDIAN INFORMATION TOWER 6 ZHONGGUANCUN S. ST., HAIDIAN DIST. BEIJING, F4 100086	X		CEO & President	

Signatures

Steve Zhang

12/31/2008

**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) 120,000 stock options with an exercise price of \$7.60 were granted on October 18, 1999, and vest on an annual schedule of 20%, 20%, 30% and 30%, beginning on the first anniversary of the grant date.
 - (2) 60,000 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.
 - (3) 120,000 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 2, 2003 and ending on November 1, 2004.
 - (4) 40,000 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 17, 2003 and ending on January 16, 2005.
 - (5) 40,000 stock options with an exercise price of \$9.625 were granted on April 4, 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 July 5, 2003 and ending on April 4, 2005.
 - (6) 150,000 stock options with an exercise price of \$4.03 were granted on August 15, 2002. 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 November 15, 2004 and ending on August 15, 2006.
 - (7) 102,000 stock options with an exercise price of \$7.07 were granted on September 29, 2003. 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 December 29, 2005 and ending on September 29, 2007.
 - (8) 60,000 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.
 - (9) 60,000 stock options with an exercise price of \$5.70 were granted on November 26, 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 February 26, 2007 and ending on November 26, 2008.
 - (10) 40,000 stock options with an exercise price of \$4.57 were granted on January 10, 2005. 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 10, 2007 and ending on January 10, 2009.
 - (11) 80,000 restricted stock unit were granted on September 19, 2005 pursuant to AsiaInfo Holdings, Inc.'s 2005 Stock Incentive Plan 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 unit on such vesting date.
 - (12) 300,000 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. 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.