

TIAN EDWARD
Form 5
February 04, 2005

FORM 5

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

OMB APPROVAL

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

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 for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

VILLA 108, BEIJING RIVIERA GARDEN, NO. 1 XIANGJIANG BEI RD., CHAOYANG DIST.

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BEIJING, F4 100103

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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)	(A) or (D)	Price	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)
Common Stock	02/20/2004		G	180,000	D	\$ 0	2,128,079	D	
Common Stock							190,792	I	In a trust for the benefit of Dr.Tian's children,for

Common Stock	Â	Â	Â	Â	Â	Â	190,792	I	which Dr.Tian's wife,Jean Qin Kong is trustee. In a trust for the benefit of Dr.Tian's children,for which Dr.Tian's wife,Jean Qin Kong is trustee.
Common Stock	Â	Â	Â	Â	Â	Â	2,007,287	I	Shares held by Dr. Tian's wife, Jean Qin Kong
Common Stock	Â	Â	Â	Â	Â	Â	4,000	I	In revocable trust for the benefit of Dr. Tian's daughter, Stephanie Tian

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

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SEC 2270 (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 Amount of Underlying Security (Instr. 3 and 4)
Right to sell Common Stock	\$ 8.44 ⁽⁴⁾	Â	Â	Â	Â	10/27/2004	Common Stock

Obligation to sell Common Stock	\$ 28.1	Â	Â	Â	Â	Â	10/27/2004	10/27/2004	Common Stock	23
Stock Options(Right to acquire Common Stock)	\$ 7.6	Â	Â	Â	Â	Â	10/04/1999 ⁽¹⁾	10/04/2009	Common Stock	36
Stock Options(Right to acquire Common Stock)	\$ 2.75	Â	Â	Â	Â	Â	11/15/1998 ⁽²⁾	11/15/2007	Common Stock	30
Stock Options(Right to acquire Common Stock)	\$ 1.1	Â	Â	Â	Â	Â	10/01/1997 ⁽³⁾	10/01/2006	Common Stock	53
Pre-paid variable delivery forward contract	\$ 0 ⁽⁶⁾	Â	Â	Â	Â	Â	06/06/2005	06/06/2005	Common Stock	23

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIAN EDWARD VILLA 108, BEIJING RIVIERA GARDEN NO. 1 XIANGJIANG BEI RD., CHAOYANG DIST. BEIJING, F4 100103	Â X	Â	Â	Â

Signatures

Edward Tian 02/04/2005

**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) 400,000 options were granted on October 4, 1999 and vested on the grant date. Dr. Tian surrendered 40,000 options on January 10, 2001.
- (2) 300,000 options were granted on November 15, 1997 and vested on an annual schedule of 33%, 33%, 33%, beginning on the first anniversary of the grant date.
- (3) 600,000 options were granted on October 1, 1996 and vested on an annual schedule of 60%, 30% 10%, beginning on the first anniversary of the grant date.

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- (4) This option is part of a zero-cost collar transaction.
- (5) Dr. Tian is the optionor of 250,000 call options acquired and beneficially owned by Morgan Stanley & Co. International Limited.
- (6) See Note 6 on Dr. Tian's Form 4 for June 2002 filed with the SEC on July 10, 2002.

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.