

DING JAMES
Form 5
February 04, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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

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)
Common Stock	01/09/2004	^	J ⁽⁴⁾	100,000 D \$ 0	2,380,353	D	^
Common Stock	02/20/2004	^	G	180,000 D \$ 0	2,200,353	D	^
Common Stock	02/20/2004	^	J ⁽⁵⁾	347,987 D \$ 0	1,852,366	D	^

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Common Stock	11/25/2004	Â	G	146,137	D	\$ 0	1,706,229	D	Â	
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
Common Stock	Â	Â	Â	Â	Â	Â	6,000	I		In a revocable trust for the benefit of Rene Ding

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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options(Right to acquire Common Stock)	\$ 2.75	Â	Â	Â	Â Â	11/15/1998	11/15/2007	Common Stock	300,000
Stock Options(Right to acquire Common Stock)	\$ 7.6	Â	Â	Â	Â Â	10/04/1999	10/04/2009	Common Stock	345,000
	\$ 0 ⁽¹⁾	Â	Â	Â	Â Â	03/07/2005	03/07/2005		250,000

Pre-paid variable delivery forward contract ⁽³⁾

Common Stock

Stock Options(Right to acquire Common Stock)

\$ 4.03

^

^

^

^

^

08/15/2003

08/15/2012

Common Stock

200,

Pre-paid variable delivery forward contract ⁽³⁾

\$ 0 ⁽²⁾

^

^

^

^

^

05/22/2006

05/22/2006

Common Stock

200,

Pre-paid variable delivery forward contract ⁽³⁾

\$ 0

^

^

^

^

^

01/24/2007

01/24/2007

Common Stock

250,

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

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^

Signatures

James Ding

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) See Note 3 on Mr. Ding's Form 4 for March, 2002 filed with the SEC on April 10, 2002.
- (2) See Note 5 on Mr. Ding's Form 4 for May 22, 2003 filed with the SEC on May 27, 2003.
- (3) Obligation to sell Common Stock.
- (4) Shares disposed on January 9, 2004 were transferred to Nina Zhang pursuant to the terms of a divorce settlement with Mr. Ding.
- (5) Shares disposed on February 20, 2004 were transferred to certain individuals pursuant to Mr. Ding's divorce settlement.

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.