

ASIAINFO HOLDINGS INC  
Form 3  
May 19, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *                             |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Zhang Yinhu   |         | (Month/Day/Year)                     | ASIAINFO HOLDINGS INC [ASIA]                       |  |
| (Last)  | (First) | (Middle)                             | 05/11/2005   |  |
| 4/F ZHONGDIAN INFORMATION TOWER,Â 6 ZHONGGUANCUN S. ST.,HANDIAN DIST. |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)  |         |                                      | (Check all applicable)                             |  |
|   |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
|   |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | Vice President                                     |  |
| BEIJING,Â F4Â 100086  |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)  | (State) | (Zip)                                |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |   |   |  |
|---|---|--|---|---|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|

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|   | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|---|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Options (right to acquire Common Stock) | 08/18/2001 <sup>(1)</sup> | 08/18/2010      | Common Stock | 9,000                      | \$ 33.75 | D                                     | Â |
| Stock Options (right to acquire Common Stock) | 11/01/2001 <sup>(2)</sup> | 11/01/2010      | Common Stock | 2,000                      | \$ 12.44 | D                                     | Â |
| Stock Options (right to acquire Common Stock) | 01/16/2002 <sup>(3)</sup> | 01/16/2011      | Common Stock | 7,000                      | \$ 9.25  | D                                     | Â |
| Stock Options (right to acquire Common Stock) | 08/15/2003 <sup>(4)</sup> | 08/15/2012      | Common Stock | 5,500                      | \$ 4.03  | D                                     | Â |
| Stock Options (right to acquire Common Stock) | 09/29/2004 <sup>(5)</sup> | 09/29/2013      | Common Stock | 4,300                      | \$ 7.07  | D                                     | Â |
| Stock Options (right to acquire Common Stock) | 06/14/2005 <sup>(6)</sup> | 06/14/2014      | Common Stock | 30,000                     | \$ 4.99  | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Zhang Yinhu<br>4/F ZHONGDIAN INFORMATION TOWER<br>6 ZHONGGUANCUN S. ST.,HANDIAN DIST.<br>BEIJING,Â F4Â 100086 | Â             | Â         | Â Vice President | Â     |

## Signatures

Yinhu Zhang 05/19/2005

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) 9,000 stock options with an exercise price of \$33.75 were granted on August 18, 2000 and vested on an annual schedule of 20%, 20%, 30% and 30%, beginning on the first anniversary of the grant date.

(2) 2,000 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 1, 2003 and ending on November 1, 2004.

(3)

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7,000 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 16, 2003 and ending on January 16, 2005.

- (4) 5,500 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.

- (5) 4,300 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.

- (6) 30,000 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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