DING JAMES Form 5

February 04, 2005

OMB APPROVAL FORM 5 **OMB**

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

Check this box if no longer subject to Section 16. Form 4 or Form

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

5 obligations

may continue.

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **DING JAMES** Symbol ASIAINFO HOLDINGS INC (Check all applicable) [ASIA] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title _ Other (specify (Month/Day/Year) below) below) 12/31/2004

4/F ZHONGDIAN INFORMATION TOWER, 6 ZHONGGUANCUN S. ST., HAIDIAN DIST.

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

> > Filed(Month/Day/Year)

(check applicable line)

3235-0362

January 31,

2005

1.0

Number:

Expires:

BEIJING, F4Â 100086

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

(City)	(State)	(Zip) Tab	le I - Non-Der	rivative Secu	rities	Acquir	ed, Disposed of	, or Beneficial	ly 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. Securitie (A) or Disp (Instr. 3, 4	osed c	of (D)	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	Â	J <u>(4)</u>	100,000	D	\$0	2,380,353	D	Â
Common Stock	02/20/2004	Â	G	180,000	D	\$0	2,200,353	D	Â
Common Stock	02/20/2004	Â	J <u>(5)</u>	347,987	D	\$0	1,852,366	D	Â

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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
	ort on a separate line ficially owned directly	Persons wh contained i the form dis	SEC 2270 (9-02)						

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Options(Right to acquire Common Stock)	\$ 2.75	Â	Â	Â	Â	11/15/1998	11/15/2007	Common Stock	300,
Stock Options(Right to acquire Common Stock)	\$ 7.6	Â	Â	Â	Â	10/04/1999	10/04/2009	Common Stock	345,
	\$ 0 (1)	Â	Â	Â	Â	03/07/2005	03/07/2005		250,

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Pre-paid variable delivery forward contract (3)									Common Stock	
Stock Options(Right to acquire Common Stock)	\$ 4.03	Â	Â	Â	Â	Â	08/15/2003	08/15/2012	Common Stock	200,
Pre-paid variable delivery forward contract (3)	\$ 0 (2)	Â	Â	Â	Â	Â	05/22/2006	05/22/2006	Common Stock	200,
Pre-paid variable delivery forward contract (3)	\$ 0	Â	Â	Â	Â	Â	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	î v	Â	â	â			
6 ZHONGGUANCUN S. ST., HAIDIAN DIST.	АЛ	Α	А	A			
BEIJING, F4 100086							

Signatures

James Ding 02/04/2005

**Signature of Person

**Bignature of Person

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.

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