

DING JAMES
Form 4
August 10, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DING JAMES

2. Issuer Name and Ticker or Trading Symbol
ASIAINFO-LINKAGE, INC [ASIA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2011

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

4/F ZHONGDIAN INFORMATION TOWER, 6 ZHONGGUANCUN SOUTH 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/09/2011		P	A	\$ 27,300	964,138	D
Common Stock						96,000	I

In New Media China Investment I, Ltd. , which is beneficially owned by James Ding

Common Stock	86,947	I	In a grantor retained annuity trust for the benefit of James Ding and his family
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units (right to acquire common stock)	\$ 0 ⁽¹⁾	08/08/2011		D ⁽¹⁾			3,376	<u>(1)</u>	01/13/2013	Common Stock	3
Restricted Stock Units (right to acquire common stock)	\$ 0 ⁽²⁾	08/08/2011		D ⁽²⁾			2,202	<u>(2)</u>	07/15/2014	Common Stock	2
Restricted Stock Units (right to acquire common stock)	\$ 0 ⁽³⁾	08/09/2011		A ⁽³⁾			12,352	02/09/2012 ⁽³⁾	08/09/2012	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DING JAMES 4/F ZHONGDIAN INFORMATION TOWER 6 ZHONGGUANCUN SOUTH ST., HAIDIAN DIST. BEIJING, F4 100086	X			

Signatures

/s/ James Ding 08/10/2011

 **Signature of Date
Reporting 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) 6,750 restricted stock units were granted on January 13, 2009 (the "2009 RSUs"). Each 2009 RSU represented a contingent right to receive one share of common stock. The 2009 RSUs were to vest in four equal annual installments beginning January 13, 2010. The 2009 RSUs were cancelled in connection with the grant of new restricted stock units on August 9, 2011. *See* Note 3.
 - (2) 2,937 restricted stock units were granted on July 15, 2010 (the "2010 RSUs"). Each 2010 RSU represented a contingent right to receive one share of common stock. The 2010 RSUs were to vest in four equal annual installments beginning July 15, 2011. The 2010 RSUs were cancelled in connection with the grant of new restricted stock units on August 9, 2011. *See* Note 3.
 - (3) 12,352 restricted stock units were granted on August 9, 2011 (the "2011 RSUs"). Each 2011 RSU represents a contingent right to receive one share of common stock. The 2011 RSUs vest in two equal installments on the 6-month and 12-month anniversaries of the grant date. The grant of the 2011 RSUs was conditioned on the Reporting Person's cancellation of the 2009 RSUs and 2010 RSUs.

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.