

TIAN EDWARD
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

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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

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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.