

ZHANG STEVE
Form 4
March 18, 2009

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZHANG STEVE

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. Date of Earliest Transaction
(Month/Day/Year)

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

CEO & President

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 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 Beneficial Ownership (Instr. 4)
Common Stock			Code	V Amount (D) Price	102,183	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Stock Options (right to acquire common stock)	\$ 7.6							10/18/2000 ⁽¹⁾	10/18/2009	Common Stock	72
Stock Options (right to acquire common stock)	\$ 24							02/17/2001 ⁽²⁾	02/17/2010	Common Stock	60
Stock Options (right to acquire common stock)	\$ 12.44							11/01/2001 ⁽³⁾	11/01/2010	Common Stock	12
Stock Options (right to acquire common stock)	\$ 9.25							01/16/2002 ⁽⁴⁾	01/16/2011	Common Stock	40
Stock Options (right to acquire common stock)	\$ 9.625							04/04/2002 ⁽⁵⁾	04/04/2011	Common Stock	40
Stock Options (right to acquire common stock)	\$ 4.03							08/15/2003 ⁽⁶⁾	08/15/2012	Common Stock	54
Stock Options	\$ 7.07							09/29/2004 ⁽⁷⁾	09/29/2013	Common Stock	10

(right to
acquire
common
stock)

Stock
Options
(right to
acquire
common
stock)

\$ 4.99

06/14/2005⁽⁸⁾

06/14/2014

Common
Stock

60

Stock
Options
(right to
acquire
common
stock)

\$ 5.7

11/26/2005⁽⁹⁾

11/26/2014

Common
Stock

60

Stock
Options
(right to
acquire
common
stock)

\$ 4.57

01/10/2006⁽¹⁰⁾

01/10/2015

Common
Stock

40

Restricted
Stock Unit
(right to
acquire
common
stock) ⁽¹¹⁾

\$ 0

09/19/2006⁽¹¹⁾

09/19/2009

Common
Stock

20

Restricted
Stock Unit
(right to
acquire
common
stock)

\$ 0

⁽¹²⁾

06/30/2010

Common
Stock

13

Restricted
Stock Unit
(right to
acquire
common
stock)

\$ 0

03/16/2009

A

247,500

⁽¹³⁾

09/30/2011

Common
Stock

24

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

X

ZHANG STEVE
4/F ZHONGDIAN INFORMATION TOWER
6 ZHONGGUANCUN S. ST., HAIDIAN DIST.
BEIJING, F4 100086

CEO &
President

Signatures

Steve Zhang

03/18/2009

**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) 120,000 stock options with an exercise price of \$7.60 were granted on October 18, 1999, and vest on an annual schedule of 20%, 20%, 30% and 30%, beginning on the first anniversary of the grant date.
- (2) 60,000 stock options with an exercise price of \$24.00 were granted on February 17, 2000, and vest on an annual schedule of 20%, 20%, 30% and 30%, beginning on the first anniversary of the grant date.
- (3) 120,000 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 2, 2003 and ending on November 1, 2004.
- (4) 40,000 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 17, 2003 and ending on January 16, 2005.
- (5) 40,000 stock options with an exercise price of \$9.625 were granted on April 4, 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 July 5, 2003 and ending on April 4, 2005.
- (6) 150,000 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.
- (7) 102,000 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.
- (8) 60,000 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.
- (9) 60,000 stock options with an exercise price of \$5.70 were granted on November 26, 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 February 26, 2007 and ending on November 26, 2008.
- (10) 40,000 stock options with an exercise price of \$4.57 were granted on January 10, 2005. 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 10, 2007 and ending on January 10, 2009.
- (11) 80,000 restricted stock unit were granted on September 19, 2005 pursuant to AsiaInfo Holdings, Inc.'s 2005 Stock Incentive Plan and vest on an annual schedule of 25% each, beginning on the first anniversary of the grant date. Upon each vesting, one share of common stock shall be issuable for each restricted stock unit on such vesting date.
- (12) 300,000 restricted stock units were granted on November 20, 2006. These stock units are performance based and will be allocated among five different performance goals of the Company over a four-year period.
- (13) 247,500 restricted stock units were granted on March 16, 2009. These stock units are performance based and will be allocated by one performance goal of the Company over a three-year period from October 1, 2008 to September 30, 2011.

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.