

ASIAINFO HOLDINGS INC

Form 4

December 27, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lu Yungang

(Last) (First) (Middle)

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

(Street)

BEIJING, F4 100086

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ASIAINFO HOLDINGS INC
[ASIA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)	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)
				(A) or (D)			
Common Stock	12/26/2007		M	1,250 A \$ 0	3,100	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
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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)**

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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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to acquire common stock)	\$ 3.95							07/30/2005 ⁽¹⁾	07/30/2014	Common Stock	20,000
Restricted Stock Units (right to acquire common stock)	\$ 0	12/26/2007		M		1,250		12/26/2006 ⁽²⁾	12/26/2009	Common Stock	3,750

Reporting Owners

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

Signatures

/s/ Yungang Lu 12/27/2007

**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).

20,000 stock options with an exercise price of \$3.95 were granted on July 30, 2004. These options vest in two installments of 25% each
(1) on the first and second anniversary of the grant date, and in eight subsequent quarterly installments of 6.25% each, commencing on October 30, 2006 and ending on July 30, 2008.

5,000 restricted stock units were granted on December 26, 2005 and vest on an annual schedule of 25% each, beginning on the first
(2) anniversary of the grant date. Upon each vesting, one share of common stock shall be issuable for each restricted stock units on such on vest date.

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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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