

DING JAMES  
Form 5  
February 04, 2005

# FORM 5

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

OMB APPROVAL

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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 \*  
DING JAMES

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)

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 Reporting

(check applicable line)

BEIJING, F4 100086

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

(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 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	^	J <sup>(4)</sup>	100,000 D \$ 0	2,380,353	D	^
Common Stock	02/20/2004	^	G	180,000 D \$ 0	2,200,353	D	^
Common Stock	02/20/2004	^	J <sup>(5)</sup>	347,987 D \$ 0	1,852,366	D	^

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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

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

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(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)	Amount of Underlying Security
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Stock Options(Right to acquire Common Stock)	\$ 2.75	Â	Â	Â	Â	Â	11/15/1998 11/15/2007	Common Stock	300,000
Stock Options(Right to acquire Common Stock)	\$ 7.6	Â	Â	Â	Â	Â	10/04/1999 10/04/2009	Common Stock	345,000
	\$ 0 <sup>(1)</sup>	Â	Â	Â	Â	Â	03/07/2005 03/07/2005		250,000

