

DING JAMES  
Form 5  
February 10, 2006

# 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)  
12/31/2005

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)
				(A) or (D) Amount Price			
Common Stock	03/07/2005	Â	S4 <sup>(4)</sup>	125,000 D \$ 8.2	1,581,229	D	Â
Common Stock	08/23/2005	Â	G	33,176 D \$ 0	1,548,053	D	Â
Common Stock	08/23/2005	Â	J <sup>(5)</sup>	240,000 D \$ 0	1,308,053	D	Â

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Common Stock	08/23/2005	Â	J <sup>(6)</sup>	6,000	D	\$ 0	0	I	In a revocable trust for the benefit of Rene Ding
Common Stock	08/23/2005	Â	J <sup>(7)</sup>	246,000	A	\$ 0	246,000	I	In New Media China Investment I, Ltd. , which is beneficially owned by James Ding
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

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 Underlying Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options(Right to acquire Common Stock)	\$ 2.75	Â	Â	Â	Â	Â	11/15/1998	11/15/2007	Common Stock
Stock Options(Right to acquire Common Stock)	\$ 7.6	Â	Â	Â	Â	Â	10/04/1999	10/04/2009	Common Stock



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125,000.

- (5) 240,000 Shares were Re-registered from James Ding to New Media China Investment I, Ltd. on August 23, 2005.
- (6) 6,000 Shares were Re-registered from a trust to New Media China Investment I, Ltd. on August 23, 2005.
- (7) See the Note 5 and Note 6.

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.