

TIAN EDWARD
Form 4
May 09, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TIAN EDWARD

(Last) (First) (Middle)

VILLA 108, BEIJING RIVIERA GARDEN, NO. 1 XIANGJIANG BEI RD., CHAOYANG DIST.

(Street)

BEIJING, F4 100103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ASIAINFO-LINKAGE, INC [ASIA]

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

05/05/2011

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 3,037,245 | D | |
| Common Stock | | | | (A) or (D) | 2,087,704 | I | Shares held by Edward Tian's wife, Jean Qin Kong |
| Common Stock | | | | (A) or (D) | 4,000 | I | In revocable trust for the benefit of Stephanie Tian |

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| | | | | | | | | |
|--------------|------------|-----------------------|--------|---|--------------------------|-----------|---|--|
| Common Stock | 05/05/2011 | J/K ⁽¹⁾⁽²⁾ | 54,064 | D | <u>(1)</u> <u>(2)</u> | 2,181,568 | I | Held through PacificInfo Limited, which is wholly-owned by Edward Tian |
|--------------|------------|-----------------------|--------|---|--------------------------|-----------|---|--|

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units (right to acquire common stock) | \$ 0 | | | | | 01/13/2010 ⁽³⁾ | 01/13/2013 | Common Stock |
| Pre-paid variable delivery forward contract ⁽⁴⁾ | <u>(1)</u> <u>(2)</u> | 05/05/2011 | | J/K ⁽¹⁾⁽²⁾ | 54,064 | 05/07/2012 | 05/07/2012 | Common Stock |
| Restricted Stock Units (right to acquire common stock) | \$ 0 | | | | | 07/15/2011 ⁽⁵⁾ | 07/15/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TIAN EDWARD VILLA 108, BEIJING RIVIERA GARDEN NO. 1 XIANGJIANG BEI RD., CHAOYANG DIST. BEIJING, F4 100103 | | X | | |

Signatures

/s/ Edward Tian 05/09/2011

__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) On May 7, 2011, an amendment (the "Amendment") became effective to a previously reported pre-paid variable delivery forward contract, dated May 5, 2009, between PacificInfo Limited ("PacificInfo"), which is wholly-owned by Edward Tian, and Credit Suisse Capital LLC and Credit Suisse Securities (USA) LLC (collectively referred to as "CSSU"). Pursuant to the Amendment, the number of shares PacificInfo must deliver on May 7, 2012 (the "Maturity Date") to CSSU was amended as follows: (i) the maximum number of shares to be delivered is 741,689 shares, minus 54,064 "Settlement Shares", or, (ii) at the option of PacificInfo, the cash equivalent of such shares. As compensation for the Amendment, PacificInfo agreed to pay CSSU or its agent the amount of shares equal to the Settlement Shares. (Continued in footnote 2)
 - (2) In addition, the formula for determining the exact number of shares PacificInfo must deliver was revised such that the "Forward Floor Price" is \$17.2660, the "Forward Cap Price" is \$24.9397, and the averaging dates are the 15 consecutive scheduled trading days starting on April 16, 2012.
 - (3) 6,750 restricted stock units were granted on January 13, 2009. Each restricted stock unit represents a contingent right to receive one share of common stock. The restricted stock units vest in four equal annual installments beginning January 13, 2010.
 - (4) Obligation to sell common stock.
 - (5) 2,937 restricted stock units were granted on July 15, 2010. Each restricted stock unit represents a contingent right to receive one share of common stock. The restricted stock units vest in four equal annual installments beginning July 15, 2011.

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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