

TIAN EDWARD
Form 4
August 10, 2011

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
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(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)

08/08/2011

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					3,037,980	D	
Common Stock					2,087,704	I	Shares held by Edward Tian's wife, Jean Qin Kong
Common Stock					4,000	I	In revocable trust for the benefit of Stephanie Tian

Common Stock	2,181,568	I	Held through PacificInfo Limited, which is wholly-owned by Edward Tian
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units (right to acquire common stock)	\$ 0 ⁽³⁾	08/08/2011		D ⁽³⁾	3,376	⁽³⁾ 01/13/2013	Common Stock
Pre-paid variable delivery forward contract ⁽⁴⁾	⁽¹⁾ ⁽²⁾					05/07/2012 05/07/2012	Common Stock 6
Restricted Stock Units (right to acquire common stock)	\$ 0 ⁽⁵⁾	08/08/2011		D ⁽⁵⁾	2,202	⁽⁵⁾ 07/15/2014	Common Stock
Restricted Stock	\$ 0 ⁽⁶⁾	08/09/2011		A ⁽⁶⁾	12,352	02/09/2012 ⁽⁶⁾ 08/09/2012	Common Stock

Units
(right to
acquire
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	X		

Signatures

/s/ Edward Tian 08/10/2011

**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 (the "2009 RSUs"). Each 2009 RSU represented a contingent right to receive one share of common stock. The 2009 RSUs were to vest in four equal annual installments beginning on January 13, 2010. The 2009 RSUs were cancelled in connection with the grant of new restricted stock units on August 9, 2011. *See* Note 6.
- (4) Obligation to sell common stock.
- (5) 2,937 restricted stock units were granted on July 15, 2010 (the "2010 RSUs"). Each 2010 RSU restricted stock unit represented a contingent right to receive one share of common stock. The 2010 RSUs were to vest in four equal annual installments beginning July 15, 2011. The 2010 RSUs were cancelled in connection with the grant of new restricted stock units on August 9, 2011. *See* Note 6.
- (6) 12,352 restricted stock units were granted on August 9, 2011 (the "2011 RSUs"). Each 2011 RSU represents a contingent right to receive one share of common stock. The 2011 RSUs vest in two equal installments on the 6-month and 12-month anniversaries of the grant date. The grant of the 2011 RSUs was conditioned on the Reporting Person's cancellation of the 2009 RSUs and 2010 RSUs.

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.