

TIAN EDWARD
Form 4
May 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)

05/09/2012

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)
			Code	V	Amount	(D)	Price
Common Stock					3,141,156	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

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Common Stock	05/09/2012	J ⁽¹⁾⁽²⁾	687,625	D	<u>(1)</u> <u>(2)</u>	1,493,943	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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SEC 1474
(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	Amount
Pre-paid variable delivery forward contract ⁽³⁾	<u>(1)</u> <u>(2)</u>	05/09/2012		J ⁽¹⁾⁽²⁾	687,625	05/09/2012	05/09/2012	Common Stock	687,625
Restricted Stock Units (right to acquire common stock)	\$ 0 ⁽⁴⁾					02/09/2012 ⁽⁴⁾	08/09/2012	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIAN EDWARD VILLA 108, BEIJING RIVIERA GARDEN	X			

NO. 1 XIANGJIANG BEI RD., CHAOYANG DIST.
BEIJING, F4 100103

Signatures

/s/ Edward Tian

05/09/2012

__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 9, 2012, the reporting person settled a previously reported pre-paid variable forward ("VPF") contract that was entered into on May 5, 2009, as amended in May 2011 (as amended, the "VPF Agreement"), 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"). The VPF Agreement constituted a Rule 10b5-1 trading plan and the settlement reported in this Form 4 was effected pursuant to the Rule 10b5-1 trading plan. Pursuant to the VPF Agreement, PacificInfo acquired an obligation to deliver on May 9, 2012 up to 687,625 shares (the "Base Amount") of common stock. The VPF Agreement provided that the exact number of shares of common stock that PacificInfo would be required to deliver would be determined based on an average price per share of the common stock during 15 trading days starting on April 16, 2012 (the "Settlement Price"). (Continued in footnote 2)

(2) (Continued) If the Settlement Price was less than \$17.2660 (the "Floor Price"), PacificInfo would be obligated to deliver 687,625 shares of common stock. If the Settlement Price was equal to or greater than the Floor Price but less than or equal to \$24.9397 (the "Cap Price"), PacificInfo would be obligated to deliver a number of shares of common stock equal to the product of (i) the Base Amount and (ii) the quotient of the Floor Price divided by the Settlement Price. If the Settlement Price was greater than the Cap Price, PacificInfo would be obligated to deliver a number of shares of the common stock equal to the product of (i) the Base Amount and (ii) the quotient of (A) the Floor Price plus the difference between the Settlement Price and the Cap Price divided by (B) the Settlement Price. As the Settlement Price was less than the Floor Price (i.e., \$12.0086), on May 9, 2012, PacificInfo delivered 687,625 shares to CSSU.

(3) Obligation to sell common stock.

(4) 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.

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