

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

CTRIP.COM INTERNATIONAL, LTD.
(Exact name of registrant as specified in its charter)

CAYMAN ISLANDS NOT APPLICABLE
(State of incorporation or organization) (I.R.S. Employer Identification No.)

3F, BUILDING 63-64
NO. 421 HONG CAO ROAD
SHANGHAI 200233, PEOPLE'S REPUBLIC OF CHINA
(8621) 3406-4880
(Address, including ZIP Code
of registrant's of Principal Executive Offices)

If this Form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. []

If this Form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box. [X]

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of exchange on which each
class is to be registered

NONE

NONE

Securities Act registration statement file number to which this form relates:
333-110455

Securities to be registered pursuant to Section 12(g) of the Act:

ORDINARY SHARES, PAR VALUE US\$0.01 PER SHARE*
(NOT FOR TRADING; BUT ONLY IN CONNECTION WITH THE
AMERICAN DEPOSITARY SHARES)

(Title of Class)

* American Depositary Shares representing the Ordinary Shares are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6 and accordingly are exempt from registration under Section 12(g) of the Securities Exchange Act of 1934, as amended, pursuant to rule 12g3-2(c) thereunder.

Item 1. Description of Registrant's Securities to be Registered.

Descriptions of the Ordinary Shares and American Depositary Shares to be registered hereunder are contained in the sections entitled "Description of Share Capital," "Description of American Depositary Shares" and "Taxation" in the Preliminary Prospectus included in the Registrant's Registration Statement on Form F-1 (Registration No. 333-110455), as amended, originally filed with the Securities and Exchange Commission on November 13, 2003 (the "F-1 Registration Statement") under the Securities Act of 1933, as amended, and are incorporated herein by reference.

Item 2. Exhibits

The documents listed below are filed as exhibits to this Registration Statement:

Exhibit No.

- 3.2* Form of Amended and Restated Memorandum and Articles of Association of the Registrant.
- 4.3* Form of Deposit Agreement by and among the Registrant, The Bank of New York and the holders and beneficial owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder.
- 4.2* Registrant's specimen certificate for Ordinary Shares.

* Incorporated by reference to the Exhibits of the same number to the Registrant's F-1 Registration Statement.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

CTRIP.COM INTERNATIONAL, LTD.

Dated: November 25, 2003

By: /s/ Neil Nanpeng Shen

Neil Nanpeng Shen
President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

- 3.2* Form of Amended and Restated Memorandum and Articles of Association of the Registrant.
- 4.3* Form of Deposit Agreement by and among the Registrant, The Bank of New York and the holders and beneficial owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder.
- 4.2* Registrant's specimen certificate for Ordinary Shares.

* Incorporated by reference to the Exhibits of the same number to the Registrant's Registration Statement on Form F-1, as amended, originally filed with the Securities and Exchange Commission on November 13, 2003.