APPLIED OPTOELECTRONICS, INC.
Form 4
May 15, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lin Chih-Hsiang (Thompson)

(Last) (First) (Middle)

C/O APPLIED OPTOELECTRONICS, INC., 13139 JESS PIRTLE BLVD.

(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
APPLIED OPTOELECTRONICS, INC. [AAOI]

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock, $.001 par value	05/11/2017		M		2,000	A	$ 6	320,455	D	
Common Stock, $.001 par value	05/11/2017		F(1)		289	D	$ 64.97	320,166	D	
Common Stock,	05/11/2017		M		17,407	A	$ 6	337,573	D	

$.001 par value								
Common Stock, $.001 par value	05/11/2017		F(2)	2,511	D	$ 64.97	335,062	D
Common Stock, $.001 par value	05/11/2017		M	10,667	A	$ 6	345,729	D
Common Stock, $.001 par value	05/11/2017		F(3)	1,540	D	$ 64.97	344,189	D
Common Stock, $.001 par value	05/12/2017		S	8,586	D	$ 66 (4)	335,603	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	$ 6	05/11/2017		M			2,000	(5)	08/23/2020	Common Stock, $0.001 par value	2,000
Incentive Stock Option	$ 6	05/11/2017		M			17,407	(5)	03/04/2021	Common Stock, $0.001 par value	17,407

Right to Buy	$ 6	05/11/2017		M	10,667	(5)	05/22/2022	Common Stock, $0.001 par value	10,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lin Chih-Hsiang (Thompson) C/O APPLIED OPTOELECTRONICS, INC. 13139 JESS PIRTLE BLVD. SUGAR LAND, TX 77478	X		President and CEO	

Signatures

/s/ David C. Kuo, attorney in fact for Chih-Hsiang (Thompson) Lin	05/15/2017
**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) Represents a "net exercise" of outstanding stock options. The reporting person received 1,711 shares of common stock on net exercise of option to purchase 2,000 shares of common stock. The Company withheld 289 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on May 10, 2017 of $64.97, pursuant to the terms of the 2006 Stock Incentive Plan.

(2) Represents a "net exercise" of outstanding stock options. The reporting person received 14,896 shares of common stock on net exercise of option to purchase 17,407 shares of common stock. The Company withheld 2,511 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on May 10, 2017 of $64.97, pursuant to the terms of the 2006 Stock Incentive Plan.

(3) Represents a "net exercise" of outstanding stock options. The reporting person received 9,127 shares of common stock on net exercise of option to purchase 10,667 shares of common stock. The Company withheld 1,540 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on May 10, 2017 of $64.97, pursuant to the terms of the 2006 Stock Incentive Plan.

(4) The shares were sold in multiple transactions on May 12, 2017 at an actual sale price ranging from $66.00 to $66.07 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) Option fully vested.

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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