

Chang Hung-Lun (Fred)
Form 4
July 19, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Chang Hung-Lun (Fred)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/17/2017

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

*** See Remarks

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

SUGAR LAND, TX 77478

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value	07/17/2017		M		1,310	A	\$ 9.96
					46,596		
Common Stock, \$.001 par value	07/17/2017		F ⁽¹⁾		224	D	\$ 84.2
					46,372		
Common Stock,	07/17/2017		M		3,300	A	\$ 13.84
					49,672		

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\$.001 par value

Common Stock, \$.001 par value

07/17/2017 F(2) 766 D \$ 84.2 48,906 D

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 9.96	07/17/2017		M	1,310	⁽³⁾ 09/26/2023	Common Stock, \$0.001 par value	1,310
Incentive Stock Option (Right to Buy)	\$ 13.84	07/17/2017		M	3,300	⁽⁴⁾ 01/28/2024	Common Stock, \$0.001 par value	3,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chang Hung-Lun (Fred)
C/O APPLIED OPTOELECTRONICS, INC.
13139 JESS PIRTLE BLVD.
SUGAR LAND, TX 77478

*** See Remarks

Signatures

/s/ David C. Kuo, attorney in fact for Hung-Lun (Fred)
Chang

07/19/2017

__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).
Represents a "net exercise" of outstanding stock options. The reporting person received 1,086 shares of common stock on net exercise of
(1) option to purchase 1,310 shares of common stock. The Company withheld 224 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price.
Represents a "net exercise" of outstanding stock options. The reporting person received 2,534 shares of common stock on net exercise of
(2) option to purchase 3,300 shares of common stock. The Company withheld 766 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price.
(3) The stock option grant vested as to 1/4th of the total number of shares on September 26, 2014 and thereafter vested and shall continue to vest as to 1/6th of the remainder of the shares in equal semiannual installments until all shares have vested.
(4) The stock option grant vested as to 1/4th of the total number of shares on January 28, 2015 and thereafter vested and shall continue to vest as to 1/6th of the remainder of the shares in equal semiannual installments until all shares have vested.

Remarks:

*** Senior Vice President of Optical Component Business Unit

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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