

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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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)

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

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

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

SUGAR LAND, TX 77478
 (City) (State) (Zip)

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

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) | (A) or (D) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | 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 |

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| | | | | | | | |
|---------------------------------|------------|------------------|--------|---|-----------------------------|---------|---|
| Common Stock, \$0.001 par value | 05/11/2017 | F ⁽²⁾ | 2,511 | D | \$ 64.97 | 335,062 | D |
| Common Stock, \$0.001 par value | 05/11/2017 | M | 10,667 | A | \$ 6 | 345,729 | D |
| Common Stock, \$0.001 par value | 05/11/2017 | F ⁽³⁾ | 1,540 | D | \$ 64.97 | 344,189 | D |
| Common Stock, \$0.001 par value | 05/12/2017 | S | 8,586 | D | \$ <u>66</u> ⁽⁴⁾ | 335,603 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------|----------------------------|
| | | | | 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 | <u>(5)</u> | 08/23/2020 | Common Stock, \$0.001 par value | 2,000 |
| Incentive Stock Option | \$ 6 | 05/11/2017 | | M | 17,407 | <u>(5)</u> | 03/04/2021 | Common Stock, \$0.001 par value | 17,407 |

| | | | | | | | | |
|--------------|------|------------|---|--------|------------|------------|---------------------------------|--------|
| Right to Buy | \$ 6 | 05/11/2017 | M | 10,667 | <u>(5)</u> | 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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