

APPLIED OPTOELECTRONICS, INC.
 Form 4
 November 18, 2016

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 *
 Murry Stefan J.

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)
 11/16/2016

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

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)	(A) or (D)	5. Amount or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Instr. 4)
Common Stock, \$.001 par value	11/16/2016		M	5,667	A	\$ 6	40,760	D
Common Stock, \$.001 par value	11/16/2016		F ⁽¹⁾	1,377	D	\$ 24.7	39,383	D
Common Stock,	11/16/2016		M	6,667	A	\$ 6	46,050	D

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Common Stock, \$0.001 par value	11/16/2016	F ⁽²⁾	1,620	D	\$ 24.7	44,430	D
Common Stock, \$0.001 par value	11/16/2016	M	4,333	A	\$ 6	48,763	D
Common Stock, \$0.001 par value	11/16/2016	F ⁽³⁾	1,053	D	\$ 24.7	47,710	D
Common Stock, \$0.001 par value	11/17/2016	S	11,505	D	\$ 25.7307 <u>(4)</u>	36,205	D

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

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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
Incentive Stock Option (Right to Buy)	\$ 6	11/16/2016		M	5,667	<u>(5)</u> 08/23/2020	Common Stock, \$0.001 par value	5,667
Incentive Stock	\$ 6	11/16/2016		M	6,667	<u>(5)</u> 03/04/2021	Common Stock,	6,667

Option (Right to Buy)								\$0.001 par value	
Incentive Stock Option (Right to Buy)	\$ 6	11/16/2016	M	4,333	(5)	05/22/2022		Common Stock, \$0.001 par value	4,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murry Stefan J. C/O APPLIED OPTOELECTRONICS, INC. 13139 JESS PIRTLE BLVD. SUGAR LAND, TX 77478			Chief Financial Officer	

Signatures

/s/ David C. Kuo, attorney in fact for Stefan J. Murry
11/18/2016

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 4,290 shares of common stock on net exercise of option to purchase 5,667 shares of common stock. The Company withheld 1,377 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on November 15, 2016 of \$24.70, pursuant to the terms of the 2006 Stock Incentive Plan.
- (2) Represents a "net exercise" of outstanding stock options. The reporting person received 5,047 shares of common stock on net exercise of option to purchase 6,667 shares of common stock. The Company withheld 1,620 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on November 15, 2016 of \$24.70, pursuant to the terms of the 2006 Stock Incentive Plan.
- (3) Represents a "net exercise" of outstanding stock options. The reporting person received 3,280 shares of common stock on net exercise of option to purchase 4,333 shares of common stock. The Company withheld 1,053 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on November 15, 2016 of \$24.70, pursuant to the terms of the 2006 Stock Incentive Plan.
- (4) The shares were sold in multiple transactions on November 17, 2016 at an actual sale price ranging from \$25.65 to \$25.79 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.