

APPLIED OPTOELECTRONICS, INC.

Form 4

November 18, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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
____X____ Officer (give title ____ Other (specify
below) 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)

____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
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

\$.001 par
value

Common
Stock,
\$.001 par
value

11/16/2016

F⁽²⁾

1,620

D

\$ 24.7

44,430

D

Common
Stock,
\$.001 par
value

11/16/2016

M

4,333

A

\$ 6

48,763

D

Common
Stock,
\$.001 par
value

11/16/2016

F⁽³⁾

1,053

D

\$ 24.7

47,710

D

Common
Stock,
\$.001 par
value

11/17/2016

S

11,505

D

\$
25.7307
(4)

36,205

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)	\$ 6	11/16/2016		M	5,667	(5) 08/23/2020	Common Stock, \$.001 par value	5,667
Incentive Stock	\$ 6	11/16/2016		M	6,667	(5) 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	<u>(5)</u>	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.

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