

APPLIED OPTOELECTRONICS, INC.

Form 4

November 16, 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 *
Kuo David C

(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)
11/14/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
General Counsel and Secretary

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 Ownership (Instr. 4)
Common Stock, \$.001 par value	11/14/2016		M	63	A \$ 6	14,739	D
Common Stock, \$.001 par value	11/14/2016		F ⁽¹⁾	16	D \$ 24.6	14,723	D
Common Stock,	11/14/2016		M	167	A \$ 6	14,890	D

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Common Stock, \$.001 par value	11/14/2016	F ⁽²⁾	41	D	\$ 24.6	14,849	D
Common Stock, \$.001 par value	11/14/2016	M	208	A	\$ 6	15,057	D
Common Stock, \$.001 par value	11/14/2016	F ⁽³⁾	51	D	\$ 24.6	15,006	D
Common Stock, \$.001 par value	11/14/2016	M	2,187	A	\$ 7.5	17,193	D
Common Stock, \$.001 par value	11/14/2016	F ⁽⁴⁾	658	D	\$ 24.6	16,535	D
Common Stock, \$.001 par value	11/14/2016	M	3,037	A	\$ 9.96	19,572	D
Common Stock, \$.001 par value	11/14/2016	F ⁽⁵⁾	1,212	D	\$ 24.6	18,360	D
Common Stock, \$.001 par value	11/14/2016	M	1,500	A	\$ 13.84	19,860	D
Common Stock, \$.001 par value	11/14/2016	F ⁽⁶⁾	832	D	\$ 24.6	19,028	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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Incentive Stock Option (Right to Buy)	\$ 6	11/14/2016		M	63	<u>(7)</u>	08/23/2020	Common Stock, \$0.001 par value	63
Incentive Stock Option (Right to Buy)	\$ 6	11/14/2016		M	167	<u>(7)</u>	03/04/2021	Common Stock, \$0.001 par value	167
Incentive Stock Option (Right to Buy)	\$ 6	11/14/2016		M	208	<u>(7)</u>	05/22/2022	Common Stock, \$0.001 par value	208
Incentive Stock Option (Right to Buy)	\$ 7.5	11/14/2016		M	2,187	01/18/2014	01/18/2023	Common Stock, \$0.001 par value	2,187
Incentive Stock Option (Right to Buy)	\$ 9.96	11/14/2016		M	3,037	09/26/2014	09/26/2023	Common Stock, \$0.001 par value	3,037
Incentive Stock Option (Right to Buy)	\$ 13.84	11/14/2016		M	1,500	01/28/2015	01/28/2024	Common Stock, \$0.001 par value	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kuo David C C/O APPLIED OPTOELECTRONICS, INC. 13139 JESS PIRTLE BLVD. SUGAR LAND, TX 77478				General Counsel and Secretary

Signatures

/s/ David C. Kuo 11/16/2016

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 47 shares of common stock on net exercise of option to purchase 63 shares of common stock. The Company withheld 16 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on November 14, 2016 of \$24.60, pursuant to the terms of the 2006 Stock Incentive Plan.

(2) Represents a "net exercise" of outstanding stock options. The reporting person received 126 shares of common stock on net exercise of option to purchase 167 shares of common stock. The Company withheld 41 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on November 14, 2016 of \$24.60, pursuant to the terms of the 2006 Stock Incentive Plan.

(3) Represents a "net exercise" of outstanding stock options. The reporting person received 157 shares of common stock on net exercise of option to purchase 208 shares of common stock. The Company withheld 51 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on November 14, 2016 of \$24.60, pursuant to the terms of the 2006 Stock Incentive Plan.

(4) Represents a "net exercise" of outstanding stock options. The reporting person received 1,529 shares of common stock on net exercise of option to purchase 2,187 shares of common stock. The Company withheld 658 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on November 14, 2016 of \$24.60, pursuant to the terms of the 2006 Stock Incentive Plan.

(5) Represents a "net exercise" of outstanding stock options. The reporting person received 1,825 shares of common stock on net exercise of option to purchase 3,037 shares of common stock. The Company withheld 1,212 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on November 14, 2016 of \$24.60, pursuant to the terms of the 2013 Equity Incentive Plan.

(6) Represents a "net exercise" of outstanding stock options. The reporting person received 668 shares of common stock on net exercise of option to purchase 1,500 shares of common stock. The Company withheld 832 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on November 14, 2016 of \$24.60, pursuant to the terms of the 2013 Equity Incentive Plan.

(7) 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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