

APPLIED OPTOELECTRONICS, INC.

Form 4

February 26, 2014

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Murry Stefan J.

(Last) (First) (Middle)

C/O APPLIED
OPTOELECTRONICS, INC., 13115
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)
02/24/2014

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)
Chief Strategy Officer

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, \$0.001 par value	02/24/2014		M	900	A \$ 3	4,130	D
Common Stock, \$0.001 par value	02/24/2014		F	383	D \$ 20.67	3,747	D
Common Stock,	02/24/2014		M	1,833	A \$ 4.5	5,580	D

\$0.001 par
value

Common
Stock,
\$0.001 par
value

02/24/2014

F

400

D

\$
20.67

5,180

D

Common
Stock,
\$0.001 par
value

02/24/2014

M

1,370

A

\$ 4.5

6,550

D

Common
Stock,
\$0.001 par
value

02/24/2014

F

299

D

\$
20.67

6,251

D

Common
Stock,
\$0.001 par
value

02/24/2014

M

2,000

A

\$ 6

8,251

D

Common
Stock,
\$0.001 par
value

02/24/2014

F

581

D

\$
20.67

7,670

D

Common
Stock,
\$0.001 par
value

02/24/2014

M

2,667

A

\$ 6

10,337

D

Common
Stock,
\$0.001 par
value

02/24/2014

F

775

D

\$
20.67

9,562

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
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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (Right to Buy)	\$ 3	02/24/2014		M			900	06/15/2005	12/31/2014	Common Stock, \$0.001 par value	90
Incentive Stock Option (Right to Buy)	\$ 4.5	02/24/2014		M			1,833	<u>(1)</u>	07/31/2014	Common Stock, \$0.001 par value	1,8
Incentive Stock Option (Right to Buy)	\$ 4.5	02/24/2014		M			1,370	<u>(1)</u>	12/31/2014	Common Stock, \$0.001 par value	1,3
Incentive Stock Option (Right to Buy)	\$ 6	02/24/2014		M			2,000	<u>(1)</u>	10/19/2019	Common Stock, \$0.001 par value	2,0
Incentive Stock Option (Right to Buy)	\$ 6	02/24/2014		M			2,667	<u>(1)</u>	10/19/2019	Common Stock, \$0.001 par value	2,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murry Stefan J. C/O APPLIED OPTOELECTRONICS, INC. 13115 JESS PIRTLE BLVD. SUGAR LAND, TX 77478			Chief Strategy Officer	

Signatures

/s/ David C. Kuo for Stefan J.
Murry

02/26/2014

__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) Options 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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