

Lin Chih-Hsiang (Thompson)
 Form 4
 July 31, 2017

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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/27/2017

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

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)	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 or Price		
Common Stock, \$.001 par value	07/27/2017		M		50,000 A \$ 9.96	434,833	D
Common Stock, \$.001 par value	07/27/2017		F ⁽¹⁾		23,903 D \$ 98.76	410,930	D
Common Stock,	07/28/2017		M		30,000 A \$ 9.96	440,930	D

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\$.001 par value

Common Stock, \$.001 par value	07/28/2017	F ⁽²⁾	14,359	D	\$ 97.82	426,571	D
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Common Stock, \$.001 par value	07/31/2017	F	<u>1,596</u> ⁽³⁾	D	\$ 96.64	424,975	D
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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 9.96	07/27/2017		M	50,000	⁽⁴⁾ 09/26/2023	Common Stock, \$0.001 par value 50,000
Non-Qualified Stock Option (Right to Buy)	\$ 9.96	07/28/2017		M	30,000	⁽⁴⁾ 09/26/2023	Common Stock, \$0.001 par value 30,000

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.	X		President and CEO	

SUGAR LAND, TX 77478

Signatures

/s/ David C. Kuo, attorney in fact for Chih-Hsiang
(Thompson) Lin

07/31/2017

__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 26,097 shares of common stock on net exercise of option to purchase 50,000 shares of common stock. The Company withheld 23,903 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on July 26, 2017 of \$98.76, pursuant to the terms of the 2013 Equity Incentive Plan.

(2) Represents a "net exercise" of outstanding stock options. The reporting person received 15,641 shares of common stock on net exercise of option to purchase 30,000 shares of common stock. The Company withheld 14,359 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on July 27, 2017 of \$97.82, pursuant to the terms of the 2013 Equity Incentive Plan.

(3) Reflects shares surrendered to the Issuer to satisfy tax-withholding obligations upon the vesting of restricted stock.

(4) The stock option award (combined incentive stock option and non-qualified stock option) vested as to 1/4th of the total number of shares on September 26, 2014 and 1/8th of the shares vest every six months thereafter.

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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