

Kuo David C
Form 4
July 31, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kuo David C

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)
07/31/2017

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

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)
Common Stock, \$.001 par value	07/31/2017		F	172 ⁽¹⁾ D	\$ 96.64 23,753	D	
Common Stock, \$.001 par value	07/31/2017		M	300 A	\$ 13.84 24,053	D	
Common Stock,	07/31/2017		S	578 ⁽²⁾ D	\$ 96.4704 23,475	D	

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\$.001 par
value

(3)

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. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Stock Option (Right to Buy)	\$ 13.84	07/31/2017		M	300	<u>(4)</u>	01/28/2024	Common Stock, \$0.001 par value	300	\$

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

(2) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 7, 2017.

The shares were sold in multiple transactions on July 31, 2017 at an actual sale price ranging from \$96.46 to \$96.48 per share. The price

(3) reported reflected 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 during each transaction.

(4) The Incentive stock option award vested as to 1/4th of the total number of shares on January 28, 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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