

APPLIED OPTOELECTRONICS, INC.

Reported by
MURRY STEFAN J.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/19/17 for the Period Ending 05/18/17

Address	13139 JESS PIRTLE BLVD SUGAR LAND, TX 77478
Telephone	281-295-1800
CIK	0001158114
Symbol	AAOI
SIC Code	3674 - Semiconductors and Related Devices
Industry	Communications & Networking
Sector	Technology
Fiscal Year	12/31

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Murry Stefan J.		APPLIED OPTOELECTRONICS, INC. [AAOI]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer	
(Last) (First) (Middle) C/O APPLIED OPTOELECTRONICS, INC., 13139 JESS PIRTLE BLVD.		3. Date of Earliest Transaction (MM/DD/YYYY) 5/18/2017			
(Street) SUGAR LAND, TX 77478		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/18/2017		S		3168	D	\$63.5054 (L)	58526	D	
Common Stock, \$.001 par value	5/18/2017		M		3200	A	\$7.50	61726	D	
Common Stock, \$.001 par value	5/18/2017		F (2)		549	D	\$61.38	61177	D	
Common Stock, \$.001 par value	5/18/2017		G (3)		200	D	\$0.00	60977	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (Right to Buy)	\$7.50	5/18/2017		M		3200		(4)	1/18/2023	Common Stock, \$0.001 par value	3200	\$0.00	10800	D	

Explanation of Responses:

- The shares were sold in multiple transactions on May 18, 2017 at an actual sale price ranging from \$63.50 to \$63.51 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.
- Represents a "net exercise" of outstanding stock options. The reporting person received 2,651 shares of common stock on net exercise of option to purchase 3,200 shares of common stock. The Company withheld 549 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on May 17, 2017 of \$61.38, pursuant to the terms of the 2006 Stock Incentive Plan.
- Bona fide gift of shares to a 501(c)3 non-profit organization.
- Option fully vested.

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

5/19/2017

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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