

APPLIED OPTOELECTRONICS, INC.

Form 4

October 30, 2015

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 *
Lin Chih-Hsiang (Thompson)

(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)
10/28/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	10/28/2015		M	5,833 A	\$ 6 104,270	D	
Common Stock, \$0.001 par value	10/28/2015		F ⁽²⁾	2,247 D	\$ 20.45 102,023	D	
Common Stock,	10/28/2015		M	2,000 A	\$ 6 104,023	D	

\$0.001 par
value

Common

Stock, \$0.001 par value	10/28/2015	F ⁽³⁾	771	D	\$ 20.45	103,252	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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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. Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 6	10/28/2015		M	5,833	⁽¹⁾ 10/19/2019	Common Stock, \$0.001 par value	5,833
Incentive Stock Option (Right to Buy)	\$ 6	10/28/2015		M	2,000	⁽¹⁾ 10/19/2019	Common Stock, \$0.001 par value	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lin Chih-Hsiang (Thompson) C/O APPLIED OPTOELECTRONICS, INC. 13115 JESS PIRTLE BLVD. SUGAR LAND, TX 77478	X		President and CEO	

Signatures

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

10/30/2015

____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

Represents a "net exercise" of outstanding stock options. The reporting person received 3,586 shares of common stock on net exercise of option to purchase 5,833 shares of common stock. The Company withheld 2,247 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on October 27, 2015 of \$20.45, pursuant to the terms of the 2006 Stock Incentive Plan.

(2)

Represents a "net exercise" of outstanding stock options. The reporting person received 1,229 shares of common stock on net exercise of option to purchase 2,000 shares of common stock. The Company withheld 771 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on October 27, 2015 of \$20.45, pursuant to the terms of the 2006 Stock Incentive Plan.

(3)

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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