

Murry Stefan J.  
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 \*  
Murry Stefan J.

2. Issuer Name and Ticker or Trading Symbol  
APPLIED OPTOELECTRONICS, INC. [AAOI]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

(Last) (First) (Middle)  
C/O APPLIED OPTOELECTRONICS, INC., 13139 JESS PIRTLE BLVD.  
(Street)

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

SUGAR LAND, TX 77478  
(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, \$.001 par value  | 07/27/2017                           |  | M                              | 3,000   | A \$ 7.5  | 62,704   | D                                 |
| Common Stock, \$.001 par value  | 07/27/2017                           |  | F                              | 327 <sup>(1)</sup>  | D \$ 98.76  | 62,377   | D                                 |
| Common Stock,                   | 07/31/2017                           |  | F                              | 344 <sup>(2)</sup>  | D \$ 96.64  | 62,033   | D                                 |

\$.001 par value

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (Right to Buy)      | \$ 7.5   | 07/27/2017                           |  | M                              | 3,000   | <u>(3)</u> 01/18/2023                                    | Common Stock, \$0.001 par value                               | 3,000                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Murry Stefan J.<br>C/O APPLIED OPTOELECTRONICS, INC.<br>13139 JESS PIRTLE BLVD.<br>SUGAR LAND, TX 77478 |               |           | Chief Financial Officer |       |

## Signatures

/s/ David C. Kuo, attorney in fact for Stefan J. Murry

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).

- Represents a "net exercise" of outstanding stock options. The reporting person received 2,673 shares of common stock on net exercise of option to purchase 3,000 shares of common stock. The Company withheld 327 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 2006 Incentive Plan.
- (1)
  - (2) Reflects shares surrendered to the Issuer to satisfy tax-withholding obligations upon the vesting of restricted stock.
  - (3) Option 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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