

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Lin Chih-Hsiang (Thompson)</u>  (Last) (First) (Middle) C/O APPLIED OPTOELECTRONICS, INC. 13139 JESS PIRTLE BLVD.  (Street) SUGAR LAND TX 77478  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>APPLIED OPTOELECTRONICS, INC. [ AAOI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.001 par value	05/11/2017		M		2,000	A	\$6	320,455	D	
Common Stock, \$.001 par value	05/11/2017		F <sup>(1)</sup>		289	D	\$64.97	320,166	D	
Common Stock, \$.001 par value	05/11/2017		M		17,407	A	\$6	337,573	D	
Common Stock, \$.001 par value	05/11/2017		F <sup>(2)</sup>		2,511	D	\$64.97	335,062	D	
Common Stock, \$.001 par value	05/11/2017		M		10,667	A	\$6	345,729	D	
Common Stock, \$.001 par value	05/11/2017		F <sup>(3)</sup>		1,540	D	\$64.97	344,189	D	
Common Stock, \$.001 par value	05/12/2017		S		8,586	D	\$66 <sup>(4)</sup>	335,603	D	

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Incentive Stock Option (Right to Buy)	\$6	05/11/2017		M			2,000	(5)	08/23/2020	Common Stock, \$0.001 par value	2,000	\$0	0	D	
Incentive Stock Option	\$6	05/11/2017		M			17,407	(5)	03/04/2021	Common Stock, \$0.001 par value	17,407	\$0	0	D	
Right to Buy	\$6	05/11/2017		M			10,667	(5)	05/22/2022	Common Stock, \$0.001 par value	10,667	\$0	0	D	

**Explanation of Responses:**

- Represents a "net exercise" of outstanding stock options. The reporting person received 1,711 shares of common stock on net exercise of option to purchase 2,000 shares of common stock. The Company withheld 289 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on May 10, 2017 of \$64.97, pursuant to the terms of the 2006 Stock Incentive Plan.
- Represents a "net exercise" of outstanding stock options. The reporting person received 14,896 shares of common stock on net exercise of option to purchase 17,407 shares of common stock. The Company withheld 2,511 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on May 10, 2017 of \$64.97, pursuant to the terms of the 2006 Stock Incentive Plan.
- Represents a "net exercise" of outstanding stock options. The reporting person received 9,127 shares of common stock on net exercise of option to purchase 10,667 shares of common stock. The Company withheld 1,540 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on May 10, 2017 of \$64.97, pursuant to the terms of the 2006 Stock Incentive Plan.
- The shares were sold in multiple transactions on May 12, 2017 at an actual sale price ranging from \$66.00 to \$66.07 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.
- Option fully vested.

/s/ David C. Kuo, attorney in fact for Chih-Hsiang (Thompson) Lin 05/15/2017

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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