

Lin Chih-Hsiang (Thompson)

Form 4

November 20, 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

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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., 13139
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)
11/16/2017

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$.001 par value	11/16/2017		M		80,000	A \$ 9.96	522,837 D
Common Stock, \$.001 par value	11/16/2017		F		43,749 (1)	D \$ 45.4	479,088 D
Common Stock,	11/16/2017		S		1,300	D \$ 45.3	477,788 D

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\$.001 par value					(2)	
Common Stock, \$.001 par value	11/20/2017	S	2,300	D	\$ 45.2	475,488 D
					(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 9.96	11/16/2017		M	80,000	(4) 09/26/2023	Common Stock, \$0.001 par value 80,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lin Chih-Hsiang (Thompson)
C/O APPLIED OPTOELECTRONICS, INC.
13139 JESS PIRTLE BLVD.
SUGAR LAND, TX 77478

X

President and CEO

Signatures

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

11/20/2017

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) Represents a "net exercise" of outstanding stock options. The reporting person received 36,251 shares of common stock on net exercise of option to purchase 80,000 shares of common stock. The Company withheld 43,749 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on November 15, 2017 of \$45.40, pursuant to the terms of the 2013 Equity Incentive Plan.

(2) The shares were sold in multiple transactions on November 16, 2017 at an actual sale price \$45.30 per share. 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.

(3) The shares were sold in multiple transactions on November 20, 2017 at an actual sale price \$45.20 per share. 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) Options 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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