

APPLIED OPTOELECTRONICS, INC.  
 Form 4  
 November 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/29/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

C/O APPLIED OPTOELECTRONICS, INC., 13115 JESS PIRTLE BLVD.  
 (Street)

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

SUGAR LAND, TX 77478

(City) (State) (Zip)

**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		
				Code	V	Amount	
Common Stock, \$.001 par value	10/29/2015		M	A	1,444	\$ 6	10,989 D
Common Stock, \$.001 par value	10/29/2015		F(2)	D	535	\$ 21.3	10,454 D
Common Stock,	10/29/2015		M	A	2,000	\$ 6	12,454 D

\$.001 par value

Common Stock, \$.001 par value

10/29/2015

F<sup>(3)</sup>

741

D

\$ 21.3

11,713

D

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	10/29/2015		M	1,444	<sup>(1)</sup> 10/19/2019	Common Stock, \$.001 par value	1,444
Incentive Stock Option (Right to Buy)	\$ 6	10/29/2015		M	2,000	<sup>(1)</sup> 08/23/2020	Common Stock, \$.001 par value	2,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Murry Stefan J.  
C/O APPLIED OPTOELECTRONICS, INC.  
13115 JESS PIRTLE BLVD.  
SUGAR LAND, TX 77478

Chief Financial Officer

## Signatures

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

11/02/2015

\_\_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 909 shares of common stock on net exercise of option to purchase 1,444 shares of common stock. The Company withheld 535 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on October 28, 2015 of \$21.30, pursuant to the terms of the 2006 Stock Incentive Plan.

(2)

Represents a "net exercise" of outstanding stock options. The reporting person received 1,259 shares of common stock on net exercise of option to purchase 2,000 shares of common stock. The Company withheld 741 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on October 28, 2015 of \$21.30, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.