

APPLIED OPTOELECTRONICS, INC.

Form 4

April 20, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Li Chung-Yao (Ford)

(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)
04/16/2015

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 ____X____ Other (specify
below) below)
Former Sr. VP, Asia Gen. Mgr

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	04/16/2015		M		3,833	A \$ 7.5	3,833 D
Common Stock, \$.001 par value	04/16/2015		M		833	A \$ 6	4,666 D
Common Stock,	04/16/2015		M		5,834	A \$ 6	10,500 D

\$.001 par
value

Common
Stock,
\$.001 par
value

04/16/2015

M

1,250 A

\$ 9.96

11,750

D

Common
Stock,
\$.001 par
value

04/17/2015

M

1,000 A

\$
13.84

12,750

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 Underlying Securities (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)	\$ 7.5	04/16/2015		M	3,833	<u>(1)</u>	05/08/2015	Common Stock, \$.001 par value	3,833
Non-Qualified Stock Option(Right to Buy)	\$ 6	04/16/2015		M	833	<u>(2)</u>	05/08/2015	Common Stock, \$.001 par value	833
Non-Qualified Stock Option(Right to Buy)	\$ 6	04/16/2015		M	5,834	<u>(3)</u>	05/08/2015	Common Stock, \$.001 par value	5,834
Non-Qualified Stock Option(Right	\$ 9.96	04/16/2015		M	1,250	<u>(4)</u>	05/08/2015	Common Stock, \$.001 par	1,250

to Buy)

Non-Qualified
Stock
Option(Right
to Buy)

\$ 13.84

04/17/2015

M

1,000

(5)

05/08/2015

value
Common
Stock,
\$.001 par
value

1,00

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Li Chung-Yao (Ford)
C/O APPLIED OPTOELECTRONICS, INC.
13115 JESS PIRTLE BLVD.
SUGAR LAND, TX 77478

Former Sr. VP, Asia Gen. Mgr

Signatures

/s/ David C. Kuo for Chung-Yao
(Ford) Li

04/20/2015

__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) The stock option grant vested as to 1/4th of the total number of shares on January 18, 2013 and thereafter vested and shall continue to vest as to 1/6th of the remainder of the shares in equal semi-annual installments until all shares have vested.
- (2) The stock option grant vested as to 1/4th of the total number of shares on May 22, 2012 and thereafter vested and shall continue to vest as to 1/6th of the remainder of the shares in equal semi-annual installments until all shares have vested.
- (3) The stock option grant vests as to 1/4th of the total number of shares on August 12, 2011 and thereafter vests and shall continue to vest as to 1/6th of the remainder of the shares in equal semi-annual installments until all shares have vested.
- (4) The stock option grant vests as to 1/4th of the total number of shares on September 26, 2013 and thereafter vests and shall continue to vest as to 1/6th of the remainder of the shares in equal semi-annual installments until all shares have vested.
- (5) The stock option grant vests as to 1/4th of the total number of shares on January 28, 2014 and thereafter vests and shall continue to vest as to 1/6th of the remainder of the shares in equal semi-annual installments until all shares have 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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