

APPLIED OPTOELECTRONICS, INC.
 Form 4
 November 07, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Chang Hung-Lun (Fred)

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)
 11/05/2014

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 *** See Remarks

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)
 ___X___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, \$0.001 par value | 11/05/2014 | | M | | 367 A \$ 6 3,773 | D | |
| Common Stock, \$0.001 par value | 11/05/2014 | | M | | 538 A \$ 6 4,311 | D | |
| Common Stock, | 11/05/2014 | | S | | 100 ⁽¹⁾ D \$ 15.71 4,211 | D | |

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| | | | | | | | |
|---------------------------------|------------|---|----------------|---|------------|-------|---|
| \$0.001 par value | | | | | | | |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.72 | 4,111 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.7125 | 4,011 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.67 | 3,911 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.57 | 3,811 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.58 | 3,711 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.76 | 3,611 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.76 | 3,511 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.76 | 3,411 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.695 | 3,311 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.76 | 3,211 | D |
| Common Stock, \$0.001 par | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.76 | 3,111 | D |

| | | | | | | | |
|--|------------|---|----------------|---|---------------|-------|---|
| value | | | | | | | |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.58 | 3,011 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.76 | 2,911 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.5801 | 2,811 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 206 <u>(1)</u> | D | \$ 15.77 | 2,605 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.8275 | 2,505 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.7175 | 2,405 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.75 | 2,305 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 105 <u>(1)</u> | D | \$ 15.6 | 2,200 | D |
| Common Stock, \$0.001 par value | 11/05/2014 | S | 100 <u>(1)</u> | D | \$ 15.61 | 2,100 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| Chang Hung-Lun (Fred) C/O APPLIED OPTOELECTRONICS, INC. 13115 JESS PIRTLE BLVD. SUGAR LAND, TX 77478 | | | | *** See Remarks |

Signatures

/s/ David C. Kuo for Hung-Lun (Fred) 11/07/2014
Chang

**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) Sales were effected pursuant to Rule 10b5-1 trading plan dated May 13, 2014.

Remarks:

** Senior Vice President of Optical Component Business Unit

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.