

APPLIED OPTOELECTRONICS, INC.
 Form 4
 February 26, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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)
 02/24/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Strategy 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		
Common Stock, \$0.001 par value	02/24/2014		M	900	A \$ 3	4,130	D
Common Stock, \$0.001 par value	02/24/2014		F	383	D \$ 20.67	3,747	D
Common Stock,	02/24/2014		M	1,833	A \$ 4.5	5,580	D

\$0.001 par value Common Stock, \$0.001 par value	02/24/2014	F	400	D	\$ 20.67	5,180	D
\$0.001 par value Common Stock, \$0.001 par value	02/24/2014	M	1,370	A	\$ 4.5	6,550	D
\$0.001 par value Common Stock, \$0.001 par value	02/24/2014	F	299	D	\$ 20.67	6,251	D
\$0.001 par value Common Stock, \$0.001 par value	02/24/2014	M	2,000	A	\$ 6	8,251	D
\$0.001 par value Common Stock, \$0.001 par value	02/24/2014	F	581	D	\$ 20.67	7,670	D
\$0.001 par value Common Stock, \$0.001 par value	02/24/2014	M	2,667	A	\$ 6	10,337	D
\$0.001 par value Common Stock, \$0.001 par value	02/24/2014	F	775	D	\$ 20.67	9,562	D

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

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(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Non-Qualified Stock Option (Right to Buy)		\$ 3	02/24/2014		M	900	06/15/2005 12/31/2014	Common Stock, \$0.001 par value	90
Incentive Stock Option (Right to Buy)		\$ 4.5	02/24/2014		M	1,833	<u>(1)</u> 07/31/2014	Common Stock, \$0.001 par value	1,833
Incentive Stock Option (Right to Buy)		\$ 4.5	02/24/2014		M	1,370	<u>(1)</u> 12/31/2014	Common Stock, \$0.001 par value	1,370
Incentive Stock Option (Right to Buy)		\$ 6	02/24/2014		M	2,000	<u>(1)</u> 10/19/2019	Common Stock, \$0.001 par value	2,000
Incentive Stock Option (Right to Buy)		\$ 6	02/24/2014		M	2,667	<u>(1)</u> 10/19/2019	Common Stock, \$0.001 par value	2,667

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 Strategy Officer	

Signatures

/s/ David C. Kuo for Stefan J.
Murry

02/26/2014

**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.

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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