

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Lin Chih-Hsiang (Thompson)</u>			2. Issuer Name and Ticker or Trading Symbol <u>APPLIED OPTOELECTRONICS, INC. [ AAOI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O APPLIED OPTOELECTRONICS, INC. 13139 JESS PIRTLE BLVD.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	TX 77478		Rule 10b5-1(c) Transaction Indication					
(City)	(State)	(Zip)	<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.001 par value	12/11/2023		M		3,750	A	\$13.84	1,234,561	D	
Common Stock, \$.001 par value	12/11/2023		F		2,979 <sup>(1)</sup>	D	\$19.76	1,231,582	D	
Common Stock, \$.001 par value	12/11/2023		M		26,250	A	\$13.84	1,257,832	D	
Common Stock, \$.001 par value	12/11/2023		F		21,481 <sup>(2)</sup>	D	\$19.76	1,236,351	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Incentive Stock Option (Right to Buy)	\$13.84	12/11/2023		M			3,750	(3)	01/28/2024	Common Stock, \$0.001 par value	3,750	\$0	0	D	
Non-Qualified Stock Option (Right to Buy)	\$13.84	12/11/2023		M			26,250	(3)	01/28/2024	Common Stock, \$0.001 par value	26,250	\$0	0	D	

**Explanation of Responses:**

- Reflects "net exercise" of outstanding stock options. The reporting person received 771 shares of common stock on net exercise of option to purchase 3,750 shares of common stock. The Company withheld 2,979 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing price on December 8, 2023 of \$19.76, pursuant to the terms of the 2013 Equity Incentive Plan.
- Reflects "net exercise" of outstanding stock options. The reporting person received 4,769 shares of common stock on net exercise of option to purchase 26,250 shares of common stock. The Company withheld 21,481 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing price on December 8, 2023 of \$19.76, pursuant to the terms of the 2013 Equity Incentive Plan.
- Options fully vested.

/s/ David C. Kuo, attorney in fact for Chih-Hsiang (Thompson) Lin 12/13/2023

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**