

DIODES INC /DEL/

Form 4

March 18, 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 *
LU KEH SHEW

(Last) (First) (Middle)

4949 HEDGCOXE ROAD, SUITE
200

(Street)

PLANO, TX 75024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DIODES INC /DEL/ [DIOD]

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2015

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 below) ☐ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Diodes Incorporated Common Stock	03/16/2015		M ⁽¹⁾	30,000 A	\$ 11.5333 852,692	D	
Diodes Incorporated Common Stock	03/16/2015		S ⁽²⁾	26,000 D	\$ 29.75 826,692	D	
Diodes Incorporated Common Stock	03/17/2015		M ⁽¹⁾	13,125 A	\$ 11.5333 839,817	D	

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Diodes Incorporated Common Stock	03/17/2015	S ⁽²⁾	9,784	D	\$ 29.75	830,033	D	
Diodes Incorporated Common Stock						33,550 ⁽³⁾	I	Custodial
Diodes Incorporated Common Stock						103,000	I	Revocable Trust
Diodes Incorporated Common Stock						476,783	I	Lu Grandchildren's Trust

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
4/14/05 DIOD NQSO	\$ 11.5333	03/16/2015		M ⁽¹⁾	30,000	04/14/2006 ⁽⁴⁾ 04/14/2015	Diodes Incorporated Common Stock - Diodes
4/14/05 DIOD NQSO	\$ 11.5333	03/17/2015		M ⁽¹⁾	13,125	04/14/2006 ⁽⁴⁾ 04/14/2015	Diodes Incorporated Common Stock - Diodes

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LU KEH SHEW 4949 HEDGCOXE ROAD SUITE 200 PLANO, TX 75024	X		President & CEO	

Signatures

Richard D. White as Power of Attorney for
Keh-Shew Lu

03/18/2015

__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) Exercise pursuant to previously filed 10b5-1 Plan.

(2) Sale pursuant to previously filed 10b5-1 Plan.

These shares are held in accounts for the reporting persons minor grandchildren and the reporting person is the custodian of those
(3) accounts. The reporting person disclaims ownership of the shares held in those custodial accounts, and this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purposes.

(4) Non-qualified stock options exercisable in three equal annual installments beginning 04/14/2006.

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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