

KING MARK A
Form 4
May 13, 2011

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 *
KING MARK A

(Last) (First) (Middle)

4949 HEDGE COXE 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)
05/12/2011

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)

SVP Sales & Marketing

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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Diodes Incorporated Common Stock | 05/12/2011 | | M | | 21,275 | A | \$ 5.7955 39,199 |
| Diodes Incorporated Common Stock | 05/12/2011 | | M | | 9,916 | A | \$ 5.7955 49,115 |
| Diodes Incorporated Common Stock | 05/12/2011 | | M | | 9,309 | A | \$ 5.7955 58,424 |

Diodes Incorporated Common Stock 05/12/2011 S⁽⁷⁾ 40,500 D \$ 30.6238 17,924 D

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 8/1/03 DIOD ISO | \$ 5.7955 | 05/12/2011 | | M | 21,275 | 08/01/2004 ⁽²⁾ 08/01/2013 | Diodes Incorporated Common Stock 21 |
| 8/1/03 DIOD NQSO | \$ 5.7955 | 05/12/2011 | | M | 9,916 | 08/01/2004 ⁽⁴⁾ 08/01/2013 | Diodes Incorporated Common Stock 9, |
| 8/1/03 DIOD NQSO | \$ 5.7955 | 05/12/2011 | | M | 9,309 | 08/01/2004 ⁽⁶⁾ 08/01/2013 | Diodes Incorporated Common Stock 9, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KING MARK A 4949 HEDGE COXE ROAD SUITE 200 PLANO, TX 75024 | | | SVP Sales & Marketing | |

Signatures

Richard D. White as Power of Attorney for Mark
King

05/13/2011

__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) Granted under Rule 16b-3 Plan.
- (2) Incentive stock options exercisable in three equal installments beginning 8/1/2004.
- (3) Granted under Rule 16b-3 Plan.
- (4) Non-qualified stock options exercisable in three equal installments beginning 8/1/2004.
- (5) Granted under Rule 16b-3 Plan.
- (6) Non-qualified stock options exercisable in three equal installments beginning 8/1/2004.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.31 to \$30.81, inclusive. The reporting person undertakes to provide to Diodes Incorporated, any security holder of Diodes Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (7) to this Form 4.
- (7)

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.