

GIORDANO MICHAEL R  
Form 4  
May 18, 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 \*  
GIORDANO MICHAEL R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
4949 HEDGE COXE ROAD, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)  
05/16/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(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

PLANO, TX 75024

(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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount			
Diodes Incorporated Common Stock	05/16/2011		M <sup>(1)(2)</sup>	10,000	A	\$ 5.7955	73,251	D	
Diodes Incorporated Common Stock	05/16/2011		M	10,000	A	\$ 5.7955	83,251	D	
Diodes Incorporated Common Stock	05/16/2011		S <sup>(6)(7)</sup>	10,000	D	\$ 29.5835	73,251	D	

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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)	Am or Num of S
8/1/03 DIOD NQSO	\$ 5.7955	05/16/2011		M <sup>(3)</sup>	10,000	08/01/2004 <sup>(5)</sup> 08/01/2013	Diodes Incorporated Common Stock	10
8/1/03 DIOD NQSO	\$ 5.7955	05/16/2011		M	10,000	08/01/2004 <sup>(9)</sup> 08/01/2013	Diodes Incorporated Common Stock	10

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIORDANO MICHAEL R 4949 HEDGE COXE ROAD SUITE 200 PLANO, TX 75024				

## Signatures

Richard D. White as Power of Attorney for Michael Giordano  
05/18/2011

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

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- (2) 7,262 shares of Common Stock were incorrectly reported as indirect holding in two prior Form 4s filed on 12/17/2010 and 3/16/2011; these shares are now included in his direct holding.
- (3) Exercise pursuant to previously filed 10b5-1 Plan.
- (4) Granted under Rule 16b-3 Plan.
- (5) Non-qualified stock options exercisable in three equal annual installments beginning 08/01/2004.
- (6) Sale pursuant to previously filed 10b5-1 Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.16 to \$30.19, 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.

- (8) Granted under Rule 16b-3 Plan.
- (9) Non-qualified stock options exercisable in three equal annual installments beginning 08/01/2004.

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.