

DIODES INC /DEL/
Form 4
July 23, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
07/21/2015

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Diodes Incorporated Common Stock ⁽¹⁾ | 07/21/2015 | | A | | 700,000 ⁽²⁾ ⁽³⁾ | A | \$ 0 |
| Diodes Incorporated Common Stock | | | | | 33,550 ⁽⁴⁾ | 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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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | 07/23/2015 |
| **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) The total stock units granted is divided into four installment grants, beginning on July 21, 2015 for 150,000 stock units, on July 1, 2016 for 250,000 stock units, on July 1, 2017 for 250,000 stock units, and on July 1, 2018 for 50,000 stock units. All stock units granted can

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only be vested upon satisfaction of two vesting conditions: a service-based vested requirement and a performance-based vested requirement. The service-based vested requirement can be satisfied in 100,000 stock units per year beginning in July 1, 2016 and in each of the six subsequent anniversary years so long as Keh-Shew Lu renders continuous service to the Company. The performance-based vested requirement shall be satisfied upon the achievement of a pre-determined performance criterion as of the third business day after the date the Company files with the Securities and Exchange Commission an Annual Report on Form 10-K for a fiscal year or a Quarterly Report on Form 10-Q.

- (2) Granted under Rule 16b-3 Plan.
- (3) Shares granted under the Company's 2013 Equity Incentive Plan.

These shares are held in accounts for the reporting persons minor grandchildren and the reporting person is the custodian of those

- (4) 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.

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. RGIN-LEFT: 0pt; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="left">Date: July 31, 2007
