

DIODES INC /DEL/  
Form 4  
May 29, 2014

**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  
Number: 3235-0287  
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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)  
**05/27/2014**

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 <sup>(1)</sup>	05/27/2014		A	80,000 <sup>(2)</sup>	A \$ 0	839,319	D
Diodes Incorporated Common Stock	05/28/2014		S <sup>(3)</sup>	6	D \$ 27.78	839,313	D
Diodes Incorporated Common Stock	05/28/2014		S <sup>(3)</sup>	620	D \$ 27.52	838,693	D

Diodes Incorporated Common Stock	33,550 <sup>(4)</sup>	I	Custodial
Diodes Incorporated Common Stock	105,000	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	Am or Nu of S
05/27/14 DIOD NQSO	\$ 27.92	05/27/2014		A		80,000		05/26/2015 <sup>(5)</sup>	05/27/2022	Diodes Incorporated Common Stock - Diodes	80

## 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

05/29/2014

\_\_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) Restricted stock units vest in four equal installments beginning 05/26/2015.

(2) Granted under Rule 16b-3 Plan.

(3) Vested restricted stock unit shares automatically sold to cover income tax for the 05/24/2010, 05/26/2011, and 05/21/2012 awards.

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.

(5) Non-qualified stock options exercisable in four equal annual installments beginning 05/26/2015.

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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