

DIODES INC /DEL/
Form 4
March 24, 2015

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 *
LIU JOSEPH

(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)
03/20/2015

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)
SVP, Operations

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	03/20/2015		M ⁽¹⁾		13,265	A	\$ 15.5422	196,718	D	
Diodes Incorporated Common Stock	03/20/2015		M ⁽¹⁾		37,361	A	\$ 15.5422	234,079	D	
Diodes Incorporated Common Stock	03/20/2015		S ⁽²⁾		44,777	D	\$ 30	189,302	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)	8. Amount or Number of Shares
7/12/05 DIOD ISO	\$ 15.5422	03/20/2015		M ⁽¹⁾	13,265	07/12/2006 ⁽³⁾ 07/12/2015	Diodes Incorporated Common Stock - Diodes	13
7/12/05 DIOD NQSO	\$ 15.5422	03/20/2015		M ⁽¹⁾	37,361	07/12/2006 ⁽⁴⁾ 07/12/2015	Diodes Incorporated Common Stock - Diodes	37

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIU JOSEPH 4949 HEDGCOXE ROAD SUITE 200 PLANO, TX 75024			SVP, Operations	

Signatures

Richard D. White as Power of Attorney for Joseph Liu 03/24/2015

 **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.
- (3) Incentive stock options exercisable in three equal annual installments beginning 07/12/2006.
- (4) Non-qualified stock options exercisable in three equal annual installments beginning 07/12/2006.

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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