

CHEN C H
Form 4
December 01, 2010

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 *
CHEN C H

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)

15660 DALLAS
PARKWAY, SUITE 850

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2010

____ 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

DALLAS, TX 75248

(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	(A) or (D)	Price	
Diodes Incorporated Common Stock	11/29/2010		M ⁽¹⁾		9,232	A	\$ 5.7955 315,686	D
Diodes Incorporated Common Stock	11/29/2010		S ⁽⁵⁾		9,232	D	\$ 25 306,454	D
Diodes Incorporated Common Stock	12/01/2010		M ⁽⁶⁾		108,893	A	\$ 5.7955 415,347	D

Diodes
 Incorporated
 Common 12/01/2010 S⁽¹⁰⁾⁽¹¹⁾ 50,768 D \$ 25.0519 364,579 D
 Stock

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
8/1/03 DIOD NQSO	\$ 5.7955	11/29/2010		M ⁽²⁾	9,232	08/01/2004 ⁽⁴⁾ 08/01/2013	Diodes Incorporated Common Stock		
8/1/03 DIOD NQSO	\$ 5.7955	12/01/2010		M ⁽⁷⁾	108,893	08/01/2004 ⁽⁹⁾ 08/01/2013	Diodes Incorporated Common Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEN C H 15660 DALLAS PARKWAY SUITE 850 DALLAS, TX 75248				

Signatures

Richard D. White as power of attorney for CH Chen 12/01/2010

 **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) Exercise pursuant to previously filed 10b5-1 Plan.
- (3) Granted under Rule 16b-3 Plan.
- (4) Exercisable in three equal annual installments beginning 08/01/2004.
- (5) Sale pursuant to previously filed 10b5-1 Plan.
- (6) Exercise pursuant to previously filed 10b5-1 Plan.
- (7) Exercise pursuant to previously filed 10b5-1 Plan.
- (8) Granted under Rule 16b-3 Plan.
- (9) Exercisable in three equal annual installments beginning 08/01/2004.
- (10) Sale pursuant to previously filed 10b5-1 Plan.

- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25 to \$25.15, 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 (11) to this Form 4.

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.