

CHEN C H  
Form 4  
March 04, 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 \*  
CHEN C H

(Last) (First) (Middle)

15660 DALLAS  
PARKWAY, SUITE 850

(Street)

DALLAS, TX 75248

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/02/2011

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)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	(A) or (D)	Price	
Diodes Incorporated Common Stock	03/02/2011		M <sup>(1)</sup>		3,413	A	\$ 8.1422 367,992	D
Diodes Incorporated Common Stock	03/02/2011		S <sup>(5)</sup>		3,413	D	\$ 30.5 364,579	D
Diodes Incorporated Common Stock	03/03/2011		M <sup>(6)</sup>		21,587	A	\$ 8.1422 386,166	D

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Diodes Incorporated Common Stock	03/03/2011	<u>S</u> <sup>(10)</sup>	21,587	D	\$ 30.7324	364,579	D
Diodes Incorporated Common Stock	03/04/2011	<u>M</u> <sup>(11)</sup>	93,125	A	\$ 8.1422	457,704	D
Diodes Incorporated Common Stock	03/04/2011	<u>S</u> <sup>(15)</sup>	55,000	D	\$ 31.3627	402,704	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)		
						Date Exercisable	Expiration Date	Title	
						Code	V	(A)	(D)
7/14/04 DIOD NQSO	\$ 8.1422	03/02/2011		<u>M</u> <sup>(2)</sup>	3,413	07/14/2005 <sup>(4)</sup>	07/14/2014	Diodes Incorporated Common Stock	
7/14/04 DIOD NQSO	\$ 8.1422	03/03/2011		<u>M</u> <sup>(7)</sup>	21,587	07/14/2005 <sup>(9)</sup>	07/14/2014	Diodes Incorporated Common Stock	
7/14/04 DIOD NQSO	\$ 8.1422	03/04/2011		<u>M</u> <sup>(12)</sup>	93,125	07/14/2005 <sup>(14)</sup>	07/14/2014	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	03/04/2011
**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) Sale pursuant to previously filed 10b5-1 Plan.
- (2) Sale pursuant to previously filed 10b5-1 Plan.
- (3) Granted under Rule 16b-3 Plan.
- (4) Non-qualified stock options exercisable in three equal annual installments beginning 07/14/2005.
- (5) Sale pursuant to previously filed 10b5-1 Plan.
- (6) Sale pursuant to previously filed 10b5-1 Plan.
- (7) Sale pursuant to previously filed 10b5-1 Plan.
- (8) Granted under Rule 16b-3 Plan.
- (9) Non-qualified stock options exercisable in three equal annual installments beginning 07/14/2005.  
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 \$30.50 to \$30.98, 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 ranges set forth in footnotes (10) and (15) to this Form 4.
- (10) 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 ranges set forth in footnotes (10) and (15) to this Form 4.
- (11) Sale pursuant to previously filed 10b5-1 Plan.
- (12) Sale pursuant to previously filed 10b5-1 Plan.
- (13) Granted under Rule 16b-3 Plan.
- (14) Non-qualified stock options exercisable in three equal annual installments beginning 07/14/2005.
- (15) 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 \$31.00 to \$31.6693, inclusive.

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.