

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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BELTRAN CLEMENTE**

(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Vice President

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)
Diodes Incorporated Common Stock <sup>(1)</sup>	05/27/2014		A	3,000 <sup>(2)</sup>	A \$ 0 12,000	D	
Diodes Incorporated Common Stock	05/28/2014		S <sup>(3)</sup>	1 D	\$ 27.78 11,999	D	
Diodes Incorporated Common Stock	05/28/2014		S <sup>(3)</sup>	134 D	\$ 27.52 11,865	D	

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Diodes  
Incorporated  
Common  
Stock

9,674 <sup>(4)</sup> I

Owned  
By  
Spouse

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.**

SEC 1474  
(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	Amount or Number of Shares
05/27/14 DIOD NQSO	\$ 27.92	05/27/2014		A		7,000		05/26/2015 <sup>(5)</sup>	05/27/2022	Diodes Incorporated Common Stock - Diodes	7,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELTRAN CLEMENTE 4949 HEDGCOXE ROAD SUITE 200 PLANO, TX 75024			Vice President	

## Signatures

Richard D. White as Power of Attorney for Clemente  
Beltran 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.
- (4) The amount of securities beneficially owned includes both restricted stock units and common stock.
- (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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