

Tang Francis
Form 4
May 16, 2018

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 *
Tang Francis

(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)
05/15/2018

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)
VP, Worldwide Discrete Products

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) or Price (A) | | |
| Diodes Incorporated Common Stock | 05/15/2018 | | M | | 3,607 A \$ 27.95 | 86,279 | D |
| Diodes Incorporated Common Stock | 05/15/2018 | | S | | 296 D \$ 33.4 | 85,983 | D |
| Diodes Incorporated Common Stock | 05/15/2018 | | S | | 1,050 D \$ 33.4258 | 84,933 | D |

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| | | | | | | | | |
|--|------------|---|-------|---|----------|----------------------|---|--------|
| Diodes Incorporated Common Stock | 05/15/2018 | S | 2,100 | D | \$ 33.43 | 82,833 | D | |
| Diodes Incorporated Common Stock | 05/16/2018 | M | 5,393 | A | \$ 27.95 | 88,226 | D | |
| Diodes Incorporated Common Stock | 05/16/2018 | S | 5,154 | D | \$ 33.4 | 83,072 | D | |
| Diodes Incorporated Common Stock | | | | | | 2,000 ⁽¹⁾ | I | By Son |
| Diodes Incorporated Common Stock - Performance Stock Units | | | | | | 36,214 | 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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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 05/29/2008 DIOD NQSO | \$ 27.95 | 05/15/2018 | | M | 3,607 | 05/29/2009 ⁽²⁾ 05/29/2018 | Diodes Incorporated Common Stock - |

| | | | | | | | | | |
|------------|----------|------------|--|---|-------|---------------------------|------------|--|--------------|
| 05/29/2008 | | | | | | | | | Diodes |
| DIOD | \$ 27.95 | 05/16/2018 | | M | 5,393 | 05/29/2009 ⁽²⁾ | 05/29/2018 | | Diodes |
| NQSO | | | | | | | | | Incorporated |
| | | | | | | | | | Common |
| | | | | | | | | | Stock - |
| | | | | | | | | | Diodes |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tang Francis 4949 HEDGCOXE ROAD SUITE 200 PLANO, TX 75024 | | | VP,Worldwide Discrete Products | |

Signatures

| | |
|---|---------------------|
| Richard D. White as Power of Attorney for Francis Tang | 05/16/2018 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) These shares, which consist of restricted stock units, were granted to the reporting persons son, who shares the reporting persons household and is an employee of Diodes Incorporated. The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his sons shares for purposes of Section 16 or for any other purpose.
 - (2) Non-qualified stock options exercisable in four equal annual installments beginning 05/29/2009.

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.