

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)  
DALLAS, TX 75248

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

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

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

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 8/1/03 DIOD NQSO                           | \$ 5.7955  | 11/29/2010                           |  | M <sup>(2)</sup>               | 9,232   | 08/01/2004 <sup>(4)</sup> 08/01/2013                     | Diodes Incorporated Common Stock                              |
| 8/1/03 DIOD NQSO                           | \$ 5.7955  | 12/01/2010                           |  | M <sup>(7)</sup>               | 108,893   | 08/01/2004 <sup>(9)</sup> 08/01/2013                     | Diodes Incorporated Common Stock                              |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CHEN C H<br>15660 DALLAS PARKWAY<br>SUITE 850<br>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.