

LU KEH SHEW  
Form 4  
August 28, 2018

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LU KEH SHEW

(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)

08/24/2018

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)

President & CEO

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<br>Security<br>(Instr. 3)     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Diodes<br>Incorporated<br>Common<br>Stock | 08/24/2018                              |                                                             | M                                    | 5,000                                                                   | A \$ 15.05                                                                                                         | 620,304                                                                 | D                                                              |
| Diodes<br>Incorporated<br>Common<br>Stock | 08/24/2018                              |                                                             | S                                    | 4,392                                                                   | D \$<br>(1) 37.8202                                                                                                | 615,912                                                                 | D                                                              |
| Diodes<br>Incorporated<br>Common<br>Stock | 08/27/2018                              |                                                             | M                                    | 50,000                                                                  | A \$ 15.05                                                                                                         | 665,912                                                                 | D                                                              |

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|                                  |            |   |       |   |          |                       |   |                          |
|----------------------------------|------------|---|-------|---|----------|-----------------------|---|--------------------------|
| Diodes Incorporated Common Stock | 08/27/2018 | S | 4,389 | D | \$ 37.95 | 661,523               | D |                          |
| Diodes Incorporated Common Stock | 08/27/2018 | S | 4,390 | D | \$ 38    | 657,133               | D |                          |
| Diodes Incorporated Common Stock | 08/27/2018 | S | 100   | D | \$ 38.08 | 657,033               | D |                          |
| Diodes Incorporated Common Stock | 08/27/2018 | S | 6,922 | D | \$ 38.05 | 650,111               | D |                          |
| Diodes Incorporated Common Stock | 08/27/2018 | S | 7,019 | D | \$ 38.25 | 643,092               | D |                          |
| Diodes Incorporated Common Stock | 08/27/2018 | S | 7,016 | D | \$ 38.45 | 636,076               | D |                          |
| Diodes Incorporated Common Stock | 08/27/2018 | S | 7,012 | D | \$ 38.65 | 629,064               | D |                          |
| Diodes Incorporated Common Stock | 08/27/2018 | S | 5,608 | D | \$ 38.96 | 623,456               | D |                          |
| Diodes Incorporated Common Stock | 08/27/2018 | S | 1,400 | D | \$ 38.95 | 622,056               | D |                          |
| Diodes Incorporated Common Stock |            |   |       |   |          | 46,150 <sup>(2)</sup> | I | Custodial                |
| Diodes Incorporated Common Stock |            |   |       |   |          | 700,000               | I | Lu Grandchildren's Trust |
|                                  |            |   |       |   |          | 125,905               | D |                          |

Diodes  
Incorporated  
Common  
Stock -  
Performance  
Stock Units

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| 05/28/09<br>DIOD<br>NQSO                            | \$ 15.05                                                           | 08/24/2018                              |                                                             | M                                    | 5,000                                                                                                        | 05/28/2010 <sup>(3)</sup> 05/28/2019                           | Diodes<br>Incorporated<br>Common<br>Stock -<br>Diodes               | 5,000                               |
| 05/28/09<br>DIOD<br>NQSO                            | \$ 15.05                                                           | 08/27/2018                              |                                                             | M                                    | 50,000                                                                                                       | 05/28/2010 <sup>(3)</sup> 05/28/2019                           | Diodes<br>Incorporated<br>Common<br>Stock -<br>Diodes               | 50,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                 |       |
|-------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                   | Director      | 10% Owner | Officer         | Other |
| LU KEH SHEW<br>4949 HEDGCOXE ROAD<br>SUITE 200<br>PLANO, TX 75024 | X             |           | President & CEO |       |

## Signatures

Richard D. White as Power of Attorney for  
Keh-Shew Lu

08/28/2018

\_\_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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.81 to \$37.8319, 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 (1) to this Form 4.

(2) These shares are held in accounts for the reporting persons minor grandchildren and the reporting person is the custodian of those accounts. The reporting person disclaims ownership of the shares held in those custodial accounts, and this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purposes.

(3) Non-qualified stock options exercisable in four equal annual installments beginning 05/28/2010.

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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