

GIORDANO MICHAEL R

Form 4

May 16, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GIORDANO MICHAEL R

(Last) (First) (Middle)

**C/O DIODES INC, 3050 E
HILLCREST DR**

(Street)

WESTLAKE, CA 91362

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2005

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)
☒ 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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/16/2005		M ⁽¹⁾		3,500	A \$ 2.6667	28,687 D
Common Stock	05/16/2005		M ⁽¹⁾		1,500	A \$ 3	25,187 D
Common Stock	05/16/2005		S ⁽²⁾		5,000	D \$ 30.635	23,687 D
Common Stock	05/16/2005		S ⁽²⁾		3,000	D \$ 30.635	20,687 D

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Common Stock (Right to Buy)	\$ 2.6667	05/16/2005		M ⁽¹⁾	3,500	08/01/1997 ⁽³⁾ 08/01/2006	Common Stock 3,500
Common Stock (Right to Buy)	\$ 3	05/16/2005		M ⁽¹⁾	1,500	10/25/2000 ⁽⁵⁾ 10/25/2009	Common Stock 1,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GIORDANO MICHAEL R C/O DIODES INC 3050 E HILLCREST DR WESTLAKE, CA 91362	X

Signatures

Carl C. Wertz as Power of Attorney for Michael Giordano 05/16/2005

____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.

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- (2) Sale pursuant to previously filed 10b5-1 Plan.
- (3) Options exercisable in 3 equal annual installments beginning 08/01/1997.
- (4) Options granted under Rule 16b-3 Plan.
- (5) Options exercisable in 3 equal annual installments beginning 10/25/2000.

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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