

LU KEH SHEW  
Form 4  
February 15, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
LU KEH SHEW

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)  
4949 HEDGCOXE ROAD, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)  
02/13/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

President & CEO

(Street)

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

PLANO, TX 75024

(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	(D)	Price
Diodes Incorporated Common Stock	02/13/2019		M <sup>(1)</sup>		16,000	A	\$ 19.28 598,762
Diodes Incorporated Common Stock	02/13/2019		S <sup>(2)</sup>		7,221	D	\$ 37.21 591,541
Diodes Incorporated Common Stock	02/13/2019		S <sup>(2)</sup>		7,214	D	\$ 37.53 584,327

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Diodes Incorporated Common Stock	02/14/2019	<u>M</u> <sup>(1)</sup>	68,000	A	\$ 19.28	652,327	D	
Diodes Incorporated Common Stock	02/14/2019	<u>S</u> <sup>(2)</sup>	7,208	D	\$ 37.8	645,119	D	
Diodes Incorporated Common Stock	02/14/2019	<u>S</u> <sup>(2)</sup>	7,199	D	\$ 38.2	637,920	D	
Diodes Incorporated Common Stock	02/14/2019	<u>S</u> <sup>(2)</sup>	7,193	D	\$ 38.5	630,727	D	
Diodes Incorporated Common Stock	02/14/2019	<u>S</u> <sup>(2)</sup>	7,186	D	\$ 38.8024	623,541	D	
Diodes Incorporated Common Stock	02/14/2019	<u>S</u> <sup>(2)</sup>	7,178	D	\$ 39.25	616,363	D	
Diodes Incorporated Common Stock	02/14/2019	<u>S</u> <sup>(2)</sup>	7,172	D	\$ 39.5	609,191	D	
Diodes Incorporated Common Stock	02/14/2019	<u>S</u> <sup>(2)</sup>	7,166	D	\$ 39.8	602,025	D	
Diodes Incorporated Common Stock	02/14/2019	<u>S</u> <sup>(2)</sup>	7,158	D	\$ 40.2	594,867	D	
Diodes Incorporated Common Stock	02/14/2019	<u>S</u> <sup>(2)</sup>	3,576	D	\$ 40.53	591,291	D	
Diodes Incorporated Common Stock	02/14/2019	<u>F</u> <sup>(3)</sup>	5,399	D	\$ 40.63	585,892	D	
						46,150 <sup>(4)</sup>	I	Custodial

Diodes Incorporated Common Stock							
Diodes Incorporated Common Stock	700,000	I				Lu Grandchildren's Trust	
Diodes Incorporated Common Stock - Performance Stock Units	125,905	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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
						Code	V (A) (D)	
05/24/2010 DIOD NQSO	\$ 19.28	02/13/2019		M	16,000	05/24/2011 <sup>(5)</sup>	05/24/2020	Diodes Incorporated Common Stock - Diodes
05/24/2010 DIOD NQSO	\$ 19.28	02/14/2019		M	68,000	05/24/2011 <sup>(5)</sup>	05/24/2020	Diodes Incorporated Common Stock - Diodes

## Reporting Owners

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

## Signatures

Richard D. White as Power of Attorney for Keh-Shew Lu	02/15/2019
**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) Exercised under a 10b5-1 plan.
  - (2) Sold under a 10b5-1 plan.
  - (3) Vested restricted stock unit shares were automatically withheld to cover income tax.
    - (4) 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.
  - (5) Non-qualified stock options exercisable in four equal annual installments beginning 05/24/2011.

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