

GIORDANO MICHAEL R

Form 4

May 18, 2011

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(Last) (First) (Middle)

4949 HEDGE COXE 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)
05/16/2011

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)
X 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)
Diodes Incorporated Common Stock	05/16/2011		M ⁽¹⁾⁽²⁾	10,000 A	\$ 5.7955 73,251	D	
Diodes Incorporated Common Stock	05/16/2011		M	10,000 A	\$ 5.7955 83,251	D	
Diodes Incorporated Common Stock	05/16/2011		S ⁽⁶⁾⁽⁷⁾	10,000 D	\$ 29.5835 73,251	D	

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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)	Am or Num of S
8/1/03 DIOD NQSO	\$ 5.7955	05/16/2011		M ⁽³⁾	10,000	08/01/2004 ⁽⁵⁾ 08/01/2013	Diodes Incorporated Common Stock	10
8/1/03 DIOD NQSO	\$ 5.7955	05/16/2011		M	10,000	08/01/2004 ⁽⁹⁾ 08/01/2013	Diodes Incorporated Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIORDANO MICHAEL R 4949 HEDGE COXE ROAD SUITE 200 PLANO, TX 75024				

Signatures

Richard D. White as Power of Attorney for Michael
Giordano

05/18/2011

__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) 7,262 shares of Common Stock were incorrectly reported as indirect holding in two prior Form 4s filed on 12/17/2010 and 3/16/2011; these shares are now included in his direct holding.
- (3) Exercise pursuant to previously filed 10b5-1 Plan.
- (4) Granted under Rule 16b-3 Plan.
- (5) Non-qualified stock options exercisable in three equal annual installments beginning 08/01/2004.
- (6) Sale pursuant to previously filed 10b5-1 Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.16 to \$30.19, 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 (7) to this Form 4.

- (8) Granted under Rule 16b-3 Plan.
- (9) Non-qualified stock options exercisable in three equal annual installments beginning 08/01/2004.

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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