

LU KEH SHEW
Form 4/A
April 02, 2013

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 *
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)
05/28/2009

4. If Amendment, Date Original Filed (Month/Day/Year)
06/01/2009

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 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 Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Transaction(s) Price			
				Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	
			Code	V	(A)	(D)		
Common Stock (Right-to-Buy)	\$ 15.05	05/28/2009	A		100,000 (1)	05/28/2010 ⁽²⁾	05/28/2019	Diodes, Inc. Common Stock
Common Stock (Right-to-Buy)	\$ 19.28	05/24/2010	A		100,000 (1)	05/24/2011 ⁽³⁾	05/24/2020	Diodes, Inc. Common Stock
Common Stock (Right-to-Buy)	\$ 29.21	05/26/2011	A		100,000 (1)	05/26/2012 ⁽⁴⁾	05/26/2021	Diodes, Inc. Common Stock
Common Stock (Right-to-Buy)	\$ 19.27	05/21/2012	A		100,000 (1)	05/26/2013 ⁽⁵⁾	05/21/2022	Diodes, Inc. Common Stock

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

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

04/02/2013

**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).

Form 4s were filed on June 1, 2009, May 26, 2010, May 31, 2011 and May 23, 2012 to report grants of stock options (each annual grant, an "Option Grant") to purchase 220,000, 196,000, 196,000, 196,000 shares, respectively, of the Company's Common Stock under the

- (1) Company's 2001 Omnibus Equity Incentive Plan, as amended. The Company and the reporting person have agreed and confirmed (1) that the reporting person will assert no claim that any such Option Grant provided for the purchase of more than 100,000 shares of Company Common Stock, and (2) that each Option Grant document be deemed amended to reflect the foregoing 100,000 share limitation.
- (2) NQSO Exercisable in 4 equal annual installments beginning 5/28/2010.
- (3) NQSO Exercisable in 4 equal annual installments beginning 5/24/2011.

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- (4) NQSO Exercisable in 4 equal annual installments beginning 5/26/2012.
- (5) NQSO Exercisable in 4 equal annual installments beginning 5/26/2013.
- (6) Granted under Rule 16b-3 Plan.

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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