

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.