

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

(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)
02/13/2019

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)
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 Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Diodes Incorporated Common Stock | 02/13/2019 | | M ⁽¹⁾ | | 16,000 | A | \$ 19.28 598,762 |
| Diodes Incorporated Common Stock | 02/13/2019 | | S ⁽²⁾ | | 7,221 | D | \$ 37.21 591,541 |
| Diodes Incorporated Common Stock | 02/13/2019 | | S ⁽²⁾ | | 7,214 | D | \$ 37.53 584,327 |

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| | | | | | | | | |
|----------------------------------|------------|-------------------------|--------|---|------------|-----------------------|---|-----------|
| Diodes Incorporated Common Stock | 02/14/2019 | <u>M</u> ⁽¹⁾ | 68,000 | A | \$ 19.28 | 652,327 | D | |
| Diodes Incorporated Common Stock | 02/14/2019 | <u>S</u> ⁽²⁾ | 7,208 | D | \$ 37.8 | 645,119 | D | |
| Diodes Incorporated Common Stock | 02/14/2019 | <u>S</u> ⁽²⁾ | 7,199 | D | \$ 38.2 | 637,920 | D | |
| Diodes Incorporated Common Stock | 02/14/2019 | <u>S</u> ⁽²⁾ | 7,193 | D | \$ 38.5 | 630,727 | D | |
| Diodes Incorporated Common Stock | 02/14/2019 | <u>S</u> ⁽²⁾ | 7,186 | D | \$ 38.8024 | 623,541 | D | |
| Diodes Incorporated Common Stock | 02/14/2019 | <u>S</u> ⁽²⁾ | 7,178 | D | \$ 39.25 | 616,363 | D | |
| Diodes Incorporated Common Stock | 02/14/2019 | <u>S</u> ⁽²⁾ | 7,172 | D | \$ 39.5 | 609,191 | D | |
| Diodes Incorporated Common Stock | 02/14/2019 | <u>S</u> ⁽²⁾ | 7,166 | D | \$ 39.8 | 602,025 | D | |
| Diodes Incorporated Common Stock | 02/14/2019 | <u>S</u> ⁽²⁾ | 7,158 | D | \$ 40.2 | 594,867 | D | |
| Diodes Incorporated Common Stock | 02/14/2019 | <u>S</u> ⁽²⁾ | 3,576 | D | \$ 40.53 | 591,291 | D | |
| Diodes Incorporated Common Stock | 02/14/2019 | <u>F</u> ⁽³⁾ | 5,399 | D | \$ 40.63 | 585,892 | D | |
| | | | | | | 46,150 ⁽⁴⁾ | 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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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| 05/24/2010 DIOD NQSO | \$ 19.28 | 02/13/2019 | | M | 16,000 | 05/24/2011 ⁽⁵⁾ 05/24/2020 | Diodes Incorporated Common Stock - Diodes |
| 05/24/2010 DIOD NQSO | \$ 19.28 | 02/14/2019 | | M | 68,000 | 05/24/2011 ⁽⁵⁾ 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.

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.