

WERTZ CARL C
Form 4
June 04, 2010

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 *
WERTZ CARL C

(Last) (First) (Middle)
15660 DALLAS
PARKWAY, SUITE 850
(Street)

DALLAS, TX 75248

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIODES INC /DEL/ [DIOD]

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2010

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)
VP Finance/Investor Relations

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 |
| Diodes Inc. Common Stock | 06/02/2010 | | S ⁽¹⁾ | | 1,194 | D | \$ 18.85 |
| Diodes Inc. Common Stock | 06/02/2010 | | S ⁽²⁾ | | 839 | D | \$ 18.851 |
| Diodes Inc. Common Stock | 06/02/2010 | | S ⁽³⁾ | | 100 | D | \$ 18.8527 |

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Diodes
 Inc. 06/04/2010 S⁽⁴⁾ 704 D \$ 19.11 8,508 D
 Common Stock

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WERTZ CARL C 15660 DALLAS PARKWAY SUITE 850 DALLAS, TX 75248 | | | VP Finance/Investor Relations | |

Signatures

Richard D. White as Power of Attorney for Carl Wertz
 06/04/2010
 **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) Vested Restricted Stock Units from 5/31/07 and 5/29/08 awards automatically sold on behalf of employee pursuant to employee's prior election to participate in the company's Deferred Compensation Plan. In addition, 446 shares from vested Restricted Stock Units

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automatically sold to cover income tax for 5/28/09 award.

Vested Restricted Stock Units from 5/31/07 and 5/29/08 awards automatically sold on behalf of employee pursuant to employee's prior
(2) election to participate in the company's Deferred Compensation Plan. In addition, 446 shares from vested Restricted Stock Units automatically sold to cover income tax for 5/28/09 award.

Vested Restricted Stock Units from 5/31/07 and 5/29/08 awards automatically sold on behalf of employee pursuant to employee's prior
(3) election to participate in the company's Deferred Compensation Plan. In addition, 446 shares from vested Restricted Stock Units automatically sold to cover income tax for 5/28/09 award.

(4) Sale pursuant to a previously filed 10b5-1 Plan, to sell net shares of 5/28/09 award.

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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