

GIORDANO MICHAEL R  
Form 4  
March 12, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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)  
**03/09/2012**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

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 (A) or (D) Price			
Diodes Incorporated Common Stock	03/09/2012		M <sup>(1)</sup>	23,875 A \$ 5.7955	81,426	D	
Diodes Incorporated Common Stock	03/09/2012		M <sup>(1)</sup>	7,250 A \$ 8.1422	88,676	D	
Diodes Incorporated Common Stock	03/09/2012		S <sup>(5)</sup>	31,125 D \$ 23	57,551	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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(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)
8/1/03 DIOD NQSO	\$ 5.7955	03/09/2012		M <sup>(1)</sup>	23,875	08/01/2004 <sup>(3)</sup> 08/01/2013	Diodes Incorporated Common Stock
7/14/04 DIOD NQSO	\$ 8.1422	03/09/2012		M <sup>(1)</sup>	7,250	07/14/2005 <sup>(4)</sup> 07/14/2014	Diodes Incorporated Common Stock

## Reporting Owners

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

## Signatures

Richard D. White as Power of Attorney for Michael Giordano  
03/12/2012

\_\_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 a previously established 10b5-1 Plan.

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- (2) Granted under Rule 16b-3 Plan.
- (3) Non-qualified stock options exercisable in three equal annual installments beginning 08/01/2004.
- (4) Non-qualified stock options exercisable in three equal annual installments beginning 07/14/2005.
- (5) Sale pursuant to previously filed 10b5-1 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.