

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LU KEH SHEW</u> (Last) (First) (Middle) 4949 HEDGCOXE ROAD SUITE 200 (Street) PLANO TX 75024 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DIODES INC /DEL/ [DIOD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/14/2013	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Diodes Incorporated Common Stock							33,550 ⁽¹⁾	I	Custodial
Diodes Incorporated Common Stock							4,200 ⁽²⁾	I	By Son-in-Law
Diodes Incorporated Common Stock	08/17/2012		G ⁽³⁾	90,000	A	\$0	120,000	I	By Daughter
Diodes Incorporated Common Stock	08/17/2012		G ⁽³⁾	90,000	D	\$0	260,000	I	Revocable Trust
Diodes Incorporated Common Stock	08/29/2012		G	80,000	A	\$0	80,000	I	Lu Grandchildren's Trust
Diodes Incorporated Common Stock	08/29/2012		G	321,783	A	\$0	401,783	I	Lu Grandchildren's Trust
Diodes Incorporated Common Stock	08/29/2012		G	321,783	D	\$0	679,950	D	
Diodes Incorporated Common Stock	08/29/2012		G	80,000	D	\$0	180,000	I	Revocable Trust
Diodes Incorporated Common Stock	11/30/2012		G ⁽⁴⁾	75,000	A	\$0	476,783	I	Lu Grandchildren's Trust
Diodes Incorporated Common Stock	11/30/2012		G	75,000	D	\$0	105,000	I	Revocable Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. 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 purpose.
2. These shares belong to the reporting persons son in law, who shares reporting persons household, which include both restricted stock units and common stock. The reporting person disclaims beneficial ownership of the shares held by his son in law, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son in laws shares for purposes of Section 16 or for any

other purpose.

3. This transaction involved a gift of securities by the reporting person to his daughter, who shares reporting persons household. The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed an admission that the reporting person is the beneficial owner of his daughters shares for purposes of Section 16 or for any other purpose.

4. The Amended Form 5 is being filed because the 75,000 total shares reported on the original Form 5 filing was incorrect. The total shares held in the Lu Grandchildrens Trust is 476,783 shares, as of 11/30/2012.

Richard D. White as Power of
Attorney for Keh-Shew Lu 02/14/2013

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.