

**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).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BELTRAN CLEMENTE</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)  Director 10% Owner Officer (give title below) Other (specify below)  X Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	07/02/2014		s <sup>(1)</sup>		3	D	\$29.18	11,862	D	
Diodes Incorporated Common Stock	07/02/2014		s <sup>(1)</sup>		201	D	\$28.82	11,661	D	
Diodes Incorporated Common Stock <sup>(2)</sup>	07/01/2014		A		1,800 <sup>(3)</sup>	A	\$0.00	11,474 <sup>(4)</sup>	I	Owned By Spouse
Diodes Incorporated Common Stock	07/02/2014		s <sup>(5)</sup>		2	D	\$29.19	11,472 <sup>(4)</sup>	I	Owned By Spouse
Diodes Incorporated Common Stock	07/02/2014		s <sup>(5)</sup>		2	D	\$29.1801	11,470 <sup>(4)</sup>	I	Owned By Spouse
Diodes Incorporated Common Stock	07/02/2014		s <sup>(5)</sup>		4	D	\$29.18	11,466 <sup>(4)</sup>	I	Owned By Spouse
Diodes Incorporated Common Stock	07/02/2014		s <sup>(5)</sup>		595	D	\$28.82	10,871 <sup>(4)</sup>	I	Owned By Spouse

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Vested restricted stock unit shares automatically sold to cover income tax for the 6/6/2013 award.
- Restricted stock units vest in four equal installments beginning 07/01/2014.
- Granted under Rule 16b-3 Plan.
- The amount of securities beneficially owned includes both restricted stock units and common stock.
- Vested restricted stock unit shares automatically sold to cover income tax for the 07/01/2010, 07/01/2011, 07/02/2012, and 07/01/2013 awards.

**Remarks:**

Richard D. White as Power of Attorney for Clemente Beltran 07/03/2014

\*\* 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.**