

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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. Date of Earliest Transaction (Month/Day/Year) 12/14/2020	
	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	12/14/2020		s <sup>(1)</sup>		43,343	D	\$68.0913 <sup>(2)</sup>	598,753	I	Lu Grandchildren's Trust
Diodes Incorporated Common Stock	12/15/2020		s <sup>(1)</sup>		13,082	D	\$69.2791 <sup>(3)</sup>	585,671	I	Lu Grandchildren's Trust
Diodes Incorporated Common Stock								420,417	D	
Diodes Incorporated Common Stock								46,150 <sup>(4)</sup>	I	Custodial
Diodes Incorporated Common Stock								55,655	I	The Lu Family Foundation
Diodes Incorporated Common Stock								4,700	I	The Lu 2017 Irrevocable Trust
Diodes Incorporated Common Stock - Performance Stock Units								175,100	D	

**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:**

- Sold under a 10b5-1 plan.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.52 to \$68.65, inclusive. The reporting person undertakes to provide to Diodes Incorporated, any security holder of Diodes Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.52 to \$69.75, inclusive. The reporting person undertakes to provide to Diodes Incorporated, any security holder of Diodes Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 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.

**Remarks:**

Exhibit List Exhibit 24 - Substitute Power of Attorney

Brett R. Whitmire as Power of Attorney for Keh-Shew Lu 12/16/2020

\*\* 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.**

SUBSTITUTE POWER OF ATTORNEY

Under terms of various powers of attorney ("POAs"), the undersigned, RICHARD D. WHITE, was appointed attorney-in-fact for certain officers and directors ("D&Os") of Diodes Incorporated ("Diodes") to act in connection with execution, delivery, and filing of all such documents and things, including, without limitation, reports and filings with the United States Securities and Exchange Commission, Internal Revenue Service, and Nasdaq Stock Exchange, as may be required to be executed, delivered, and filed by such D&Os in connection with the beneficial ownership by such D&Os of securities of Diodes.

In accordance with the authority granted under the POAs, including the power of substitution, the undersigned hereby appoints BRETT R. WHITMIRE, of 5324 Seascape Lane, Plano, TX 75093, as substitute attorneys-in-fact, on behalf of the D&Os, with full power of substitution, to exercise and execute all of the powers granted or conferred in the original POAs. By his signature as attorney-in-fact to this Substitute Power of Attorney, BRETT R. WHITMIRE accepts such appointment and agrees to assume from the undersigned any and all duties and responsibilities attendant to his capacity as attorney-in-fact.

Executed on December 4, 2020

By: /s/Richard D. White  
Richard D. White, Attorney-in-Fact

I ACCEPT THIS APPOINTMENT AND SUBSTITUTION:

By: /s/Brett R. Whitmire  
Brett R. Whitmire