

**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	
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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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2017	
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 <sup>(1)</sup>	02/21/2017		A		3,797	A	\$0.00 <sup>(2)</sup>	27,144	D	
Diodes Incorporated Common Stock - Performance Stock Units <sup>(3)</sup>	02/21/2017		A		3,797 <sup>(4)(5)</sup>	A	\$0.00	3,797	D	
Diodes Incorporated Common Stock								13,219 <sup>(6)</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)		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)					

**Explanation of Responses:**

- Restricted stock units vest in four equal installments beginning 02/21/2018.
- Granted under Rule 16b-3 Plan.
- Each PSU represents a contingent right granted under the companys 2013 Equity Incentive Plan, a Rule 16b-3 Plan, to receive 1 share of Diodes Incorporated Common Stock.
- The PSUs vest in February 2020 upon the achievement of the 3-year financial performance measure of cumulative non-GAAP operating income for 2017 through 2019 of \$204.6 million (Target Performance).
- This number represents the target number of PSUs (Target Award) that will vest if the Target Performance is achieved. There is a threshold that provides for payment of 50% of the Target Award upon 80% achievement of the Target Performance and a maximum that provides for payment of 200% of the Target Award upon 120% achievement of the Target Performances. Between 80% and 100% and between 100% and 120% achievement of Target Performance, the Target Award will be decreased or increased on a pro rata basis, with no payout below 80% achievement and payout limited to 200% of the Target Award if the Target Performance exceeds 120%.
- The amount of securities beneficially owned includes both restricted stock units and common stock.

**Remarks:**

Richard D. White as Power of Attorney for Clemente Beltran 02/23/2017

\*\* 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.