

| OMB APPROVAL             |           |
|--------------------------|-----------|
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**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

|  |  |  |   |  |  |   |  |  |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>LU KEH SHEW</u><br>(Last) (First) (Middle)<br>4949 HEDGCOXE ROAD, SUITE 200<br>(Street)<br>PLANO TX 75024<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>DIODES INC /DEL/ [ DIOD ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>President & CEO |  |  |
|  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/28/2009                  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                  |  |  |
|  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br>06/01/2009          |  |  |   |  |  |

**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 |   |  |   |

**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 | Title   | Amount or Number of Shares |  |  |   |  |
| Common Stock (Right-to-Buy)                | \$15.05  | 05/28/2009                           |  | A                              |   | 100,000 <sup>(1)</sup>   |     | 05/28/2010 <sup>(2)</sup>                                | 05/28/2019      | Diodes, Inc. Common Stock   | 100,000                    | \$0 <sup>(6)</sup>                         | 100,000  | D   |  |
| Common Stock (Right-to-Buy)                | \$19.28  | 05/24/2010                           |  | A                              |   | 100,000 <sup>(1)</sup>   |     | 05/24/2011 <sup>(3)</sup>                                | 05/24/2020      | Diodes, Inc. Common Stock   | 100,000                    | \$0 <sup>(6)</sup>                         | 100,000  | D   |  |
| Common Stock (Right-to-Buy)                | \$29.21  | 05/26/2011                           |  | A                              |   | 100,000 <sup>(1)</sup>   |     | 05/26/2012 <sup>(4)</sup>                                | 05/26/2021      | Diodes, Inc. Common Stock   | 100,000                    | \$0 <sup>(6)</sup>                         | 100,000  | D   |  |
| Common Stock (Right-to-Buy)                | \$19.27  | 05/21/2012                           |  | A                              |   | 100,000 <sup>(1)</sup>   |     | 05/26/2013 <sup>(5)</sup>                                | 05/21/2022      | Diodes, Inc. Common Stock   | 100,000                    | \$0 <sup>(6)</sup>                         | 100,000  | D   |  |

**Explanation of Responses:**

- Form 4s were filed on June 1, 2009, May 26, 2010, May 31, 2011 and May 23, 2012 to report grants of stock options (each annual grant, an "Option Grant") to purchase 220,000, 196,000, 196,000, 196,000 shares, respectively, of the Company's Common Stock under the Company's 2001 Omnibus Equity Incentive Plan, as amended. The Company and the reporting person have agreed and confirmed (1) that the reporting person will assert no claim that any such Option Grant provided for the purchase of more than 100,000 shares of Company Common Stock, and (2) that each Option Grant document be deemed amended to reflect the foregoing 100,000 share limitation.
- NQSO Exercisable in 4 equal annual installments beginning 5/28/2010.
- NQSO Exercisable in 4 equal annual installments beginning 5/24/2011.
- NQSO Exercisable in 4 equal annual installments beginning 5/26/2012.
- NQSO Exercisable in 4 equal annual installments beginning 5/26/2013.
- Granted under Rule 16b-3 Plan.

/s/ Richard D. White as Power of Attorney for Keh-Shew Lu

04/02/2013

\*\* 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.