

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>LU KEH SHEW</b>  (Last) (First) (Middle) <b>4949 HEDGCOXE ROAD</b> <b>SUITE 200</b>  (Street) <b>PLANO TX 75024</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>DIODES INC /DEL/ [ DIOD ]</b>	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) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/26/2017</b>	
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	05/26/2017		M		67,158	A	\$24.66	1,134,291	D	
Diodes Incorporated Common Stock	05/26/2017		S		26,207	D	\$26.4828 <sup>(1)</sup>	1,108,084	D	
Diodes Incorporated Common Stock	05/26/2017		S		9,757	D	\$26	1,098,327	D	
Diodes Incorporated Common Stock	05/26/2017		S		9,736	D	\$26.08	1,088,591	D	
Diodes Incorporated Common Stock	05/26/2017		S		9,720	D	\$26.14	1,078,871	D	
Diodes Incorporated Common Stock	05/26/2017		S		9,693	D	\$26.24	1,069,178	D	
Diodes Incorporated Common Stock	05/30/2017		S <sup>(2)</sup>		28,543	D	\$25.8915	1,040,635	D	
Diodes Incorporated Common Stock	05/30/2017		S <sup>(2)</sup>		21	D	\$25.705	1,040,614	D	
Diodes Incorporated Common Stock	05/30/2017		S <sup>(2)</sup>		43	D	\$25.6978	1,040,571	D	
Diodes Incorporated Common Stock	05/30/2017		S <sup>(2)</sup>		45	D	\$25.6967	1,040,526	D	
Diodes Incorporated Common Stock								46,150 <sup>(3)</sup>	I	Custodial
Diodes Incorporated Common Stock								90,400	I	Revocable Trust
Diodes Incorporated Common Stock								476,783	I	Lu Grandchildren's Trust
Diodes Incorporated Common Stock - Performance Stock Units								62,905	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)				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
5/31/2007 DIOD NQSO	\$24.66	05/26/2017		M			67,158	05/31/2008 <sup>(4)</sup>	05/31/2017	Diodes Incorporated Common Stock - Diodes	67,158	\$0.00	0	D	

**Explanation of Responses:**

1. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.40 to \$26.78, 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 (1) to this Form 4.
2. Vested restricted stock unit shares automatically sold to cover income tax for the 5/27/2014, 5/26/2015, and 5/26/2016 awards.
3. 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.
4. Non-qualified stock options exercisable in four equal annual installments beginning 05/31/2008.

**Remarks:**

Richard D. White as Power of Attorney for Keh-Shew Lu    05/31/2017

\*\* 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.**