SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

GIORDANO MICHAEL R

(Last)   (First)   (Middle)

4949 HEDGECOXE ROAD

SUITE 200

(Street)

PLANO   TX   75024

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

DIODES INC /DEL/ [DIOD]

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2011

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X   Director   10% Owner

Officer (give title below)   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X   Form filed by One Reporting Person

Form filed by More than One Reporting Person

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								67,551[1]	D	
Diodes Incorporated Common Stock[3]	05/26/2011		A		4,300[4]	A	$0	67,551	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	Title	Amount or Number of Shares				
8/1/03 DIOD NQSO	$5.7955							08/01/2004	08/01/2013	Diodes Incorporated Common Stock	0		23,875[2]	D	

Explanation of Responses:

1. On May 18, 2011, the reporting person mistakenly filed a Form 4, reporting an extra holding of 10,000 shares of common stock, as a result of an exercise of his 8/1/2003 non-qualified stock options that did not in fact occur. As of May 31, 2011, the reporting person owns 67,551 shares of common stock.

2. On May 18, 2011, the reporting person mistakenly filed a Form 4 reporting an exercise of 10,000 non-qualified stock options (NQSOs) that did not in fact occur. As of 5/31/2011, the reporting person has 23,875 NQSOs remaining for his NQSOs granted on 8/1/2003.

3. Restricted Stock Units vest in four equal annual installments beginning 05/26/2012.

4. Granted under Rule 16b-3 Plan.

Richard D. White as Power of Attorney for Michael Giordano   05/31/2011

** Signature of Reporting Person   Date