DIODES INC /DEL/

Form 4 May 02, 2005

FORM 4

OMB APPROVAL

| ' | UNITED STATES SECURITIES AND EXCHANGE COMMISSION |
|---|--|
| | Washington, D.C. 20549 |

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Add CHEN C H | lress of Reporti | ng Person * | 2. Issuer Name and Ticker or Trading Symbol DIODES INC /DEL/ [DIOD] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|-----------------------------|------------------|-------------|--|---|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | |
| C/O DIODES | | Ξ | 04/29/2005 | X Officer (give title Other (specify below) | | |
| HILLCREST DR (Street) | | | | President & CEO 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | 4. If Amendment, Date Original | | | |
| | | | Filed(Month/Day/Year) | | | |
| WESTLAKE, | CA 91362 | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivative Secu | ırities Acquii | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|--|---|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securities A onor Disposed of (Instr. 3, 4 and (A or Amount (D | (D) 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) |
| Common Stock | 04/29/2005 | | M <u>(1)</u> | 15,000 A | \$ 13.3889 | 15,000 | D | |
| Common Stock | 04/29/2005 | | S(2) | 15,000 D | \$ 29 | 0 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title and A Underlying S (Instr. 3 and | Securitie |
|---|---|---|---|---|---|---|--------------------|---|----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amour or Number of Shar |
| Common Stock (Right to Buy) | \$ 13.3889 | 04/29/2005 | | M <u>(1)</u> | 15,000 | 04/24/2001(3) | 04/24/2010 | Common Stock | 15,00 |

Reporting Owners

| Reporting Owner Name / Address | Kelationships | | | | | |
|--------------------------------|---------------|-----------------|-----------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| CHEN C H | | | | | | |
| C/O DIODES INC | X | | Dungidant & CEO | | | |
| 3050 E HILLCREST DR | Λ | President & CEO | | | | |
| WESTLAKE, CA 91362 | | | | | | |

Signatures

Carl C. Wertz as Power of Attorney for C.H.
Chen

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Exercise pursuant to previously filed 10b5-1 Plan.
- (2) Sale pursuant to previously filed 10b5-1 Plan.
- (3) Options exercisable in 3 equal annual installments beginning 04/24/2001.
- (4) Options granted under Rule 16b-3 Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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