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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average hurden

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* GIORDANO MICHAEL R			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>DIODES INC /DEL/</u> [ DIOD ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner
(Last) (First) (Middle) 4949 HEDGECOXE ROAD SUITE 200		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/26/2011	Officer (give title Other (specify below) below)
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)				X Form filed by One Reporting Person
PLANO	TX	75024		Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

#### 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. Transa Code ( 8)					5. Amount of Securities Beneficially Owned Following Reported	(I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Diodes Incorporated Common Stock								67,551 <sup>(1)</sup>	D	
Diodes Incorporated Common Stock <sup>(3)</sup>	05/26/2011		Α		<b>4,300</b> <sup>(4)</sup>	Α	\$ <mark>0</mark>	67,551	D	

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(-3) [														
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. Transa Code ( 8)		n of		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 <sup>(2)</sup>	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

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.