

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>LU KEH SHEW</u> (Last) (First) (Middle) 4949 HEDGCOXE ROAD SUITE 200 (Street) PLANO TX 75024 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DIODES INC /DEL/ [DIOD]</u>	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) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/16/2015		M ⁽¹⁾		30,000	A	\$11.5333	852,692	D	
Diodes Incorporated Common Stock	03/16/2015		S ⁽²⁾		26,000	D	\$29.75	826,692	D	
Diodes Incorporated Common Stock	03/17/2015		M ⁽¹⁾		13,125	A	\$11.5333	839,817	D	
Diodes Incorporated Common Stock	03/17/2015		S ⁽²⁾		9,784	D	\$29.75	830,033	D	
Diodes Incorporated Common Stock								33,550 ⁽³⁾	I	Custodial
Diodes Incorporated Common Stock								103,000	I	Revocable Trust
Diodes Incorporated Common Stock								476,783	I	Lu Grandchildren's Trust

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						Amount or Number of Shares
4/14/05 DIOD NQSO	\$11.5333	03/16/2015		M ⁽¹⁾			30,000	04/14/2006 ⁽⁴⁾	04/14/2015	Diodes Incorporated Common Stock - Diodes	30,000	\$0.00	88,125	D	
4/14/05 DIOD NQSO	\$11.5333	03/17/2015		M ⁽¹⁾			13,125	04/14/2006 ⁽⁴⁾	04/14/2015	Diodes Incorporated Common Stock - Diodes	13,125	\$0.00	75,000	D	

Explanation of Responses:

- Exercise pursuant to previously filed 10b5-1 Plan.
- Sale pursuant to previously filed 10b5-1 Plan.
- 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.
- Non-qualified stock options exercisable in three equal annual installments beginning 04/14/2006.

Remarks:

Richard D. White as Power of Attorney for Keh-Shew Lu 03/18/2015

** 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.

