

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>WERTZ CARL C</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2006</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O DIODES INC 3050 E HILLCREST DR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WESTLAKE CA 91362</u>								
(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. 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			
Common Stock	09/15/2006		M ⁽¹⁾		20,250	A	\$3.6978	23,671	D	
Common Stock	09/15/2006		S ⁽²⁾		20,250	D	\$44.3044	3,421	D	
Common Stock	09/15/2006		M ⁽¹⁾		13,500	A	\$3.7911	16,921	D	
Common Stock	09/15/2006		S ⁽²⁾		13,500	D	\$44.2962	3,421	D	
Common Stock	09/18/2006		M ⁽¹⁾		6,750	A	\$3.7911	10,171	D	
Common Stock	09/18/2006		S ⁽²⁾		6,750	D	\$44.75	3,421	D	
Common Stock	09/18/2006		M ⁽¹⁾		10,250	A	\$8.6933	13,671	D	
Common Stock	09/18/2006		S ⁽²⁾		10,250	D	\$47	3,421	D	
Common Stock	09/18/2006		M ⁽¹⁾		10,000	A	\$8.6933	13,421	D	
Common Stock	09/18/2006		S ⁽²⁾		10,000	D	\$46	3,421	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				
Common Stock (Right to Buy)	\$3.6978	09/15/2006		M ⁽¹⁾			20,250	07/30/2002 ⁽³⁾	07/30/2011	Common Stock	20,250	(4)	129,375	D	
Common Stock (Right to Buy)	\$3.7911	09/15/2006		M ⁽¹⁾			13,500	06/28/2003 ⁽⁵⁾	06/28/2012	Common Stock	13,500	(4)	115,875	D	
Common Stock (Right to Buy)	\$3.7911	09/18/2006		M ⁽¹⁾			6,750	06/28/2003 ⁽⁵⁾	06/28/2012	Common Stock	6,750	(4)	109,125	D	
Common Stock (Right to Buy)	\$8.6933	09/18/2006		M ⁽¹⁾			20,250	08/01/2004 ⁽⁶⁾	08/01/2013	Common Stock	20,250	(4)	88,875	D	

Explanation of Responses:

- Exercise pursuant to previously filed 10b5-1 Plan.
- Sale pursuant to previously filed 10b5-1 Plan.
- Options exercisable in 3 equal annual installments beginning 07/30/2002.
- Granted under Rule 16b-3 Plan.
- Options exercisable in 3 equal annual installments beginning 06/28/2003.
- Options exercisable in 3 equal annual installments beginning 08/01/2004.

Carl C. Wertz

09/18/2006

** 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.