FORM 4

obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	D.C.	20549
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STATEMENT	OF CHANGES IN	BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Whitmire Brett R					<u>DI</u>	2. Issuer Name and Ticker or Trading Symbol DIODES INC /DEL/ [DIOD]									Check all a Dii V Of	hip of Reportii pplicable) ector icer (give title ow)	1 C	0% O	wner (specify
	(Last) (First) (Middle) 4949 HEDGCOXE ROAD SUITE 200			02/	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2020											CFO			
(Street) PLANO (City)	T∑ (St		75024 Zip)		_ 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tabl	e I - No	n-Deriv	/ative	Se	curitie	s Acc	quired	, Dis	posed o	f, or	Ben	efici	ally Ow	ned			
D			Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			nd 5) Sec Ber Ow	mount of urities eficially ned Following orted	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
										v	Amount		(A) or (D)	Price	Trai	saction(s) tr. 3 and 4)			(mour 4)
Diodes Incorporated Common Stock ⁽¹⁾ 02/19				9/2020	2020			A		10,800		A	\$0.0	00(2)	26,800	D			
Diodes Incorporated Common Stock - Performance Stock Units ⁽³⁾				02/19	9/2020				A ⁽⁴⁾		10,800	(5)	A	\$0	.00	22,800			
		Та									osed of, onvertib					d			
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/D	on Date, Transacti Code (Ins		Instr.	tr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Date			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) Amour or Numbe of		ount nber	8. Price of Derivative Security (Instr. 5)		Owners Form: Direct or India (I) (Inst	D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

- 1. Restricted stock units vest in four equal installments beginning 02/19/2021.
- 2. Granted under Rule 16b-3 Plan
- 3. Each PSU represents a contingent right granted under the companys 2013 Equity Incentive Plan, a Rule 16b-3 Plan, to receive 1 share of Diodes Incorporated Common Stock.
- 4. The PSUs vest in February 2023 upon the achievement of the 3-year financial performance measure of cumulative non-GAAP operating income for 2020 through 2022 of \$390.6 million (Target Performance).
- 5. This number represents the target number of PSUs (Target Award) that will vest if the Target Performance is achieved. There is a threshold that provides for payment of 50% of the Target Award upon 80% achievement of the Target Performance and a maximum that provides for payment of 200% of the Target Award upon 120% achievement of the Target Performances. Between 80% and 100% and between 100% and 120% achievement of Target Performance, the Target Award will be decreased or increased on a pro rata basis, with no payout below 80% achievement and payout limited to 200% of the Target Award if the Target Performance exceeds 120%.

Remarks:

Brett R. Whitmire

02/20/2020

** 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.