

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>GIORDANO MICHAEL R</u> (Last) (First) (Middle) <u>4949 HEDGECOXE ROAD</u> <u>SUITE 200</u> (Street) <u>PLANO TX 75024</u> (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 Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2012</u>					
			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 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	03/09/2012		M ⁽¹⁾		23,875	A	\$5.7955	81,426	D	
Diodes Incorporated Common Stock	03/09/2012		M ⁽¹⁾		7,250	A	\$8.1422	88,676	D	
Diodes Incorporated Common Stock	03/09/2012		S ⁽⁵⁾		31,125	D	\$23	57,551	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						Amount or Number of Shares
8/1/03 DIOD NQSO	\$5.7955	03/09/2012		M ⁽¹⁾			23,875	08/01/2004 ⁽³⁾	08/01/2013	Diodes Incorporated Common Stock	23,875	\$0 ⁽²⁾	0	D	
7/14/04 DIOD NQSO	\$8.1422	03/09/2012		M ⁽¹⁾			7,250	07/14/2005 ⁽⁴⁾	07/14/2014	Diodes Incorporated Common Stock	7,250	\$0 ⁽²⁾	40,000	D	

Explanation of Responses:

- Exercise pursuant to a previously established 10b5-1 Plan.
- Granted under Rule 16b-3 Plan.
- Non-qualified stock options exercisable in three equal annual installments beginning 08/01/2004.
- Non-qualified stock options exercisable in three equal annual installments beginning 07/14/2005.
- Sale pursuant to previously filed 10b5-1 Plan.

Richard D. White as Power of Attorney for Michael Giordano 03/12/2012

** 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.