| SEC Form 4 |
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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 AP | PROVAL |
|-------------|-----------|
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| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol DIODES INC /DEL/ [DIOD] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|------------------------------------------|---------|----------|------------------------------------------------------------------------------|------------------|----------------------------------------------------------------------------|-----------------------|--|--|--|
| LU KEH SHEW | | | | X | Director | 10% Owner | | | |
| , | | | — | | Officer (give title | Other (specify | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | below) | below) | | | |
| 4949 HEDGCOXE ROAD | | | 11/18/2022 | | President & CEO | | | | |
| SUITE 200 | | | | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) | vidual or Joint/Group Fil | ing (Check Applicable | | | |
| PLANO | ТХ | 75024 | | X | Form filed by One Re | porting Person | | | |
| , | 174 | / 5024 | | | Form filed by More th Person | an One Reporting | | | |
| (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 | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Diodes Incorporated Common Stock | 11/18/2022 | | S | | 6,026 | D | \$89.5 | 166,962 | Ι | Texastac Investments, LP |
| Diodes Incorporated Common Stock | | | | | | | | 66,188 | D | |
| Diodes Incorporated Common Stock | | | | | | | | 46,150 ⁽¹⁾ | Ι | Custodial |
| Diodes Incorporated Common Stock | | | | | | | | 285,801 | Ι | Lu Grandchildren's Trust |
| Diodes Incorporated Common Stock | | | | | | | | 51,183 | Ι | The Lu Family Foundation |
| Diodes Incorporated Common Stock | | | | | | | | 4,700 | I | The Lu 2017 Irrevocable Trust |
| Diodes Incorporated Common Stock - Performance Stock Units | | | | | | | | 242,584 | 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) | | 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 | | | | |

Explanation of Responses:

1. 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.

Remarks:

Brett R. Whitmire as Power of 11/22/2022

Attorney for Keh-Shew Lu

** 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.