FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	

Washington,	D.C. 20549

OMB APPROVAL 3235-0287 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Estimated average burden hours per response:

0.5

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* Whitmire Brett R					2. Issuer Name and Ticker or Trading Symbol DIODES INC /DEL/ [DIOD]									(Checl	ationship of Reporting Person(s) to Is: k all applicable) Director 10% Ow Officer (give title Other (s			wner	
(Last) 4949 HE SUITE 2	(Fir	,	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/01/2023									X	below	<i>I</i>)	Other (specify below)		эрсспу
(Street) PLANO (City)	ТХ		75024 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filin Line) X Form filed by One Reperson											e Repo	Reporting Person		
		Tabl	e I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	or B	enefi	cially	Own	ed			
1. Title of Security (Instr. 3)			2. Transac Date	2. Transaction Date		2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. 9		4. Securities Acquired (A) Disposed Of (D) (Instr. 3,			5. Amou 4 and Securitie Beneficie Owned F		ount of ties cially Following	Form:	: Direct Indirect	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) o (D)	r Pri	се	Transa	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Diodes Incorporated Common Stock 02/0				02/01/2	2023		F ⁽¹⁾		616	D	\$9	93.35 2		3,073		D			
Diodes Incorporated Common Stock ⁽²⁾ 02/01/2			023				A		9,000	A	\$0	.00 ⁽³⁾ 32		2,073		D			
Diodes Incorporated Common Stock 02/02/2			.023			S ⁽⁴⁾		380	D	\$9	\$93.72		31,693		D				
Diodes Incorporated Common Stock - Performance Stock Units ⁽⁵⁾		02/01/2	2023				A ⁽⁶⁾		9,000 ⁽⁷⁾	A	\$	0.00	00 44,979		4,979 D				
		Ta	able II -	Derivati (e.g., pu	ve Se	ecuri	ties <i>l</i>	Acqu ants,	ired, [optio	Dispo	osed of, o	or Bei le sec	nefic curition	ially (Owne	d	,		
1. Title of Derivative Security (Instr. 3)	erivative conversion or Exercise nstr. 3) Date (Month/Day/Year) Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) By Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) Solution Date (Month/Day/Year)		Transa Code (Instr.	of	ired r osed) : 3, 4	6. Date Expirati (Month/	ion Da Day/Y			Dei Sec (Ins	Price of rivative surity str. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y D	.0. Ownership Form: Direct (D) or Indirect I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

Explanation of Responses:

- 1. Vested restricted stock unit shares were automatically withheld to cover income tax.
- 2. Restricted stock units vest in four equal installments beginning 02/01/2024.
- 3. Granted under Rule 16b-3 Plan.
- 4. Vested restricted stock unit shares were automatically sold because the participant elected to participate in the Diodes Incorporated Deferred Compensation Plan.
- 5. Each PSU represents a contingent right granted under the companys 2022 Equity Incentive Plan, a Rule 16b-3 Plan, to receive 1 share of Diodes Incorporated Common Stock.
- 6. The PSUs vest in February 2026 upon the achievement of the 3-year financial performance measure of cumulative non-GAAP operating income for 2023 through 2025 of \$1,184.4 million (Target Performance).
- 7. 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

02/03/2023

** Signature of Reporting Person

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.