

LU KEH SHEW
Form 5
February 14, 2013

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
LU KEH SHEW

(Last) (First) (Middle)

4949 HEDGCOXE ROAD, SUITE 200

(Street)

PLANO, TX 75024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIODES INC /DEL/ [DIOD]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title _____ Other (specify below) below)
President & CEO

6. Individual or Joint/Group Reporting

(check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Diodes Incorporated Common Stock | ^ | ^ | ^ | ^ | ^ ^ 33,550 ⁽¹⁾ | I | Custodial |
| Diodes Incorporated Common Stock | ^ | ^ | ^ | ^ | ^ ^ 4,200 ⁽²⁾ | I | By Son-in-Law |

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| | | | | | | | | | |
|----------------------------------|------------|---|------------------|---------|---|------|---------|---|--------------------------|
| Diodes Incorporated Common Stock | 08/17/2012 | Â | G ⁽³⁾ | 90,000 | A | \$ 0 | 120,000 | I | By Daughter |
| Diodes Incorporated Common Stock | 08/17/2012 | Â | G ⁽³⁾ | 90,000 | D | \$ 0 | 260,000 | I | Revocable Trust |
| Diodes Incorporated Common Stock | 08/29/2012 | Â | G | 80,000 | A | \$ 0 | 80,000 | I | Lu Grandchildren's Trust |
| Diodes Incorporated Common Stock | 08/29/2012 | Â | G | 321,783 | A | \$ 0 | 401,783 | I | Lu Grandchildren's Trust |
| Diodes Incorporated Common Stock | 08/29/2012 | Â | G | 321,783 | D | \$ 0 | 679,950 | D | Â |
| Diodes Incorporated Common Stock | 08/29/2012 | Â | G | 80,000 | D | \$ 0 | 180,000 | I | Revocable Trust |
| Diodes Incorporated Common Stock | 11/30/2012 | Â | G | 75,000 | A | \$ 0 | 476,783 | I | Lu Grandchildren's Trust |
| Diodes Incorporated Common Stock | 11/30/2012 | Â | G | 75,000 | D | \$ 0 | 105,000 | I | Revocable Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I S F |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-----------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-----------------------|

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(Instr. 3,
4, and 5)

| (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----|-----|---------------------|--------------------|-------|--|
|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LU KEH SHEW 4949 HEDGCOXE ROAD SUITE 200 PLANO, TX 75024 | Â | Â | Â President & CEO | Â |

Signatures

Richard D. White as Power of Attorney for
Keh-Shew Lu

02/14/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(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 purpose.

(2) These shares belong to the reporting persons son in law, who shares reporting persons household, which include both restricted stock units and common stock. The reporting person disclaims beneficial ownership of the shares held by his son in law, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son in laws shares for purposes of Section 16 or for any other purpose.

(3) This transaction involved a gift of securities by the reporting person to his daughter, who shares reporting persons household. The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed an admission that the reporting person is the beneficial owner of his daughters shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.