

DIODES INC /DEL/
Form 5
January 08, 2007

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | |
| Tang Francis | | | DIODES INC /DEL/ [DIOD] | | (Check all applicable) | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | | ____ Director ____ 10% Owner | |
| 3050 HILLCREST DRIVE | | | 12/31/2006 | | ____ Officer (give title below) ____ Other (specify below) | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | VP of Product Development | |
| WESTLAKE | | | | | 6. Individual or Joint/Group Reporting | |
| VILLAGE, CA 91362 | | | | | (check applicable line) | |
| (City) | | | | | _X_ Form Filed by One Reporting Person | |
| (State) | | | | | __ Form Filed by More than One Reporting Person | |
| (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |

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

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 control number.

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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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | | | | |

| Derivative Security | | | | | or Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|----------|------------|---|---|----------------------|-----|---------------------------|-----------------|--------------------------|----------------------------|
| | | | | | (A) | (D) | | | | |
| Common Stock (Right to Buy) | \$ 33.39 | 05/22/2006 | À | A | 8,000 ⁽¹⁾ | À | 05/22/2007 ⁽³⁾ | 05/22/2016 | Diodes Inc. Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tang Francis 3050 HILLCREST DRIVE WESTLAKE VILLAGE, CA 91362 | À | À | À VP of Product Development | À |

Signatures

Carl C. Wertz as Power of Attorney for Francis Tang

 **Signature of Reporting Person

01/08/2007

 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) Share amount corrected from previously filed Form 4, dated 5/24/2006.
- (2) Granted under Rule 16b-3 Plan.
- (3) Vests in 4 equal annual installments beginning 5/22/2007.

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.