

DIODES INC /DEL/
Form 4
September 18, 2006

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WERTZ CARL C

(Last) (First) (Middle)
C/O DIODES INC, 3050 E
HILLCREST DR
(Street)

WESTLAKE, CA 91362

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2006

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 below) _____ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(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 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 |
| Common Stock | 09/15/2006 | | M ⁽¹⁾ | | 20,250 | A | \$ 3.6978 23,671 |
| Common Stock | 09/15/2006 | | S ⁽²⁾ | | 20,250 | D | \$ 44.3044 3,421 |
| Common Stock | 09/15/2006 | | M ⁽¹⁾ | | 13,500 | A | \$ 3.7911 16,921 |
| Common Stock | 09/15/2006 | | S ⁽²⁾ | | 13,500 | D | \$ 44.2962 3,421 |
| Common Stock | 09/18/2006 | | M ⁽¹⁾ | | 6,750 | A | \$ 3.7911 10,171 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-----------|--------|---|
| Common Stock | 09/18/2006 | S ⁽²⁾ | 6,750 | D | \$ 44.75 | 3,421 | D |
| Common Stock | 09/18/2006 | M ⁽¹⁾ | 10,250 | A | \$ 8.6933 | 13,671 | D |
| Common Stock | 09/18/2006 | S ⁽²⁾ | 10,250 | D | \$ 47 | 3,421 | D |
| Common Stock | 09/18/2006 | M ⁽¹⁾ | 10,000 | A | \$ 8.6933 | 13,421 | D |
| Common Stock | 09/18/2006 | S ⁽²⁾ | 10,000 | D | \$ 46 | 3,421 | D |

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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(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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock (Right to Buy) | \$ 3.6978 | 09/15/2006 | | M ⁽¹⁾ | 20,250 | 07/30/2002 ⁽³⁾ 07/30/2011 | Common Stock 20,250 |
| Common Stock (Right to Buy) | \$ 3.7911 | 09/15/2006 | | M ⁽¹⁾ | 13,500 | 06/28/2003 ⁽⁵⁾ 06/28/2012 | Common Stock 13,500 |
| Common Stock (Right to Buy) | \$ 3.7911 | 09/18/2006 | | M ⁽¹⁾ | 6,750 | 06/28/2003 ⁽⁵⁾ 06/28/2012 | Common Stock 6,750 |
| Common Stock (Right to Buy) | \$ 8.6933 | 09/18/2006 | | M ⁽¹⁾ | 20,250 | 08/01/2004 ⁽⁶⁾ 08/01/2013 | Common Stock 20,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WERTZ CARL C C/O DIODES INC 3050 E HILLCREST DR WESTLAKE, CA 91362 | | | Chief Financial Officer | |

Signatures

Carl C. Wertz 09/18/2006

__Signature of Date
Reporting Person

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) Exercise pursuant to previously filed 10b5-1 Plan.
- (2) Sale pursuant to previously filed 10b5-1 Plan.
- (3) Options exercisable in 3 equal annual installments beginning 07/30/2002.
- (4) Granted under Rule 16b-3 Plan.
- (5) Options exercisable in 3 equal annual installments beginning 06/28/2003.
- (6) Options exercisable in 3 equal annual installments beginning 08/01/2004.

Note: File three copies of this Form, one of which must be manually signed. If space 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.