

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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**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)
				(A) or (D)	Price		
Common Stock	09/15/2006		M <sup>(1)</sup>	20,250 A	\$ 3.6978 23,671	D	
Common Stock	09/15/2006		S <sup>(2)</sup>	20,250 D	\$ 44.3044 3,421	D	
Common Stock	09/15/2006		M <sup>(1)</sup>	13,500 A	\$ 3.7911 16,921	D	
Common Stock	09/15/2006		S <sup>(2)</sup>	13,500 D	\$ 44.2962 3,421	D	
Common Stock	09/18/2006		M <sup>(1)</sup>	6,750 A	\$ 3.7911 10,171	D	

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

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

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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 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 Security (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 <sup>(1)</sup>	20,250	07/30/2002 <sup>(3)</sup> 07/30/2011	Common Stock 20,250
Common Stock (Right to Buy)	\$ 3.7911	09/15/2006		M <sup>(1)</sup>	13,500	06/28/2003 <sup>(5)</sup> 06/28/2012	Common Stock 13,500
Common Stock (Right to Buy)	\$ 3.7911	09/18/2006		M <sup>(1)</sup>	6,750	06/28/2003 <sup>(5)</sup> 06/28/2012	Common Stock 6,750
Common Stock (Right to Buy)	\$ 8.6933	09/18/2006		M <sup>(1)</sup>	20,250	08/01/2004 <sup>(6)</sup> 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.