SEC Form 4	
------------	--

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

## OMB APPROVAL OMB Number: 3235-0287

l	OND Number.	0200 0201
l	Estimated average burd	len
	hours per response:	0.5

1. Name and Add <u>RASHID M</u>	lress of Reporting IAMOON	Person*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>ON SEMICONDUCTOR CORP</u> [ ONNN ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 5005 EAST M	Last) (First) (Middle) 005 EAST MCDOWELL ROAD		3. Date of Earliest Transaction (Month/Day/Year) 03/25/2015	X Officer (give title Other (specify below) below) SVP & GM of SSG				
, (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
PHOENIX	AZ	85008		X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)		Person				
		Table I - Non-De	erivative Securities Acquired, Disposed of, or Bene	eficially Owned				

## 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)	Transaction Code (Instr.		4. Securities / Disposed Of (			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common	03/25/2015		F		<b>671</b> <sup>(1)</sup>	D	\$11.905	207,069	D	
Common	03/25/2015		F		9,582 <sup>(2)</sup>	D	\$11.905	197,487	D	

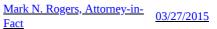
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transa Code ( 8)		of		Expiration Date (Month/Day/Year) s			nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. This disposition transaction represents shares withheld by the Issuer pursuant to the Reporting Person's 2013 PBRSU Award and related award agreements. On March 25, 2015, certain of these units vested. The shares were withheld to satisfy the Reporting Person's tax withholding obligations. The Issuer will pay these taxes on behalf of Reporting Person.

2. This disposition transaction represents shares withheld by the Issuer in connection with the March 25, 2013 restricted stock units award to the Reporting Person under the Issuer's Amended and Restated Stock Incentive Plan. On March 25, 2015, certain of these units vested. These shares were withheld to satisfy the Reporting Person's tax withholding obligations. The Issuer will pay these taxes on behalf of the Reporting Person.



\*\* Signature of Reporting Person Date

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.