

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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
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1. Name and Address of Reporting Person * <u>Williams Michael Andrew</u>			2. Issuer Name and Ticker or Trading Symbol <u>ON SEMICONDUCTOR CORP [ ONNN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP Auto &amp; Pwr Reg Grp</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2007</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>5005 EAST MCDOWELL ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>PHOENIX AZ 85008</u>							
(City)	(State)	(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 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	02/22/2007		M		10,000	A	\$7.02	28,875	D	
Common	02/22/2007		M		4,500	A	\$4.8	33,375	D	
Common	02/22/2007		M		3,750	A	\$1.25	37,125	D	
Common	02/22/2007		S		1,000	D	\$10.525	36,125	D	
Common	02/22/2007		S		1,300	D	\$10.52	34,825	D	
Common	02/22/2007		S		15,950	D	\$10.51	18,875	D	
Common	02/23/2007		S		1,375	D	\$10.6	17,500	D	
Common	02/23/2007		S		685	D	\$10.74	3,440.913	I	By Wife

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$1.25	02/22/2007 <sup>(1)</sup>		M			3,750	02/05/2004	02/05/2013	Common	3,750	\$0	0	D	
Stock Option (right to buy)	\$4.8	02/22/2007 <sup>(2)</sup>		M			4,500	02/17/2006	02/17/2015	Common	4,500	\$0	9,000	D	
Stock Option (right to buy)	\$7.02	02/22/2007 <sup>(3)</sup>		M			10,000	02/05/2005	02/05/2014	Common	10,000	\$0	0	D	

**Explanation of Responses:**

- Option was originally granted effective February 5, 2003 under the Issuer's Stock Incentive Plan. Generally, the grant provides for pro rata vesting of 25% per year on each of the first through fourth anniversaries of the grant date. The exercise price was the closing price on the grant date.
- Option was originally granted effective February 17, 2005 under the Issuer's Stock Incentive Plan. Generally, the grant provides for pro rata vesting of 25% per year on each of the first through fourth anniversaries of the grant date. The exercise price was the closing price on the grant date.
- Option was originally granted effective February 5, 2004 under the Issuer's Stock Incentive Plan. Generally, the grant provides for pro rata vesting of 25% per year on each of the first through fourth anniversaries of the grant date. The exercise price was the closing price on the grant date.

**Remarks:**

Judith A. Boyle is signing on behalf of the Reporting Person pursuant to a Power of Attorney attached herein as an exhibit.williams2006poa.TXT

Judith A. Boyle, Attorney-in-Fact 02/26/2007

\*\* 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.**

POWER OF ATTORNEY  
(Michael A. Williams)

I hereby appoint Keith D. Jackson, George H. Cave and Judith A. Boyle, and each of them, attorney-in-fact for me, each with full power of substitution, to prepare, execute and deliver on my behalf reports required to be filed by me pursuant to Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), and Rule 144 and Rule 145 under the Securities Act of 1933 (singly or collectively ("Rule 144")), and any and all related documents and instruments. Among other things, each attorney-in-fact is authorized to file original reports (either electronically or otherwise), signed by me or on my behalf, on Forms 3, 4 and 5, Form 144 with the Securities and Exchange Commission, any and all related documents and instruments, and to provide any necessary copies of such signed forms, documents and instruments to The NASDAQ Stock Market and ON Semiconductor Corporation as required by the rules under Section 16 and Rule 144 as in effect from time to time.

This power of attorney is effective from the date hereof until April 15, 2007, unless earlier revoked or terminated.

/s/ Michael A. Williams  
Michael A. Williams

Dated: May 23, 2006

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