

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

August 10, 2006  
Date of report (Date of earliest event reported)

**ON Semiconductor Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-30419**  
(Commission  
File Number)

**36-3840979**  
(I.R.S. Employer  
Identification Number)

**ON Semiconductor Corporation**  
**5005 E. McDowell Road**  
**Phoenix, Arizona**  
(Address of principal executive offices)

**85008**  
(Zip Code)

**602-244-6600**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

As described more in Item 5.02 below, on August 10, 2006, the Board of Directors (“Board”) of ON Semiconductor Corporation (“Company”) elected Phil D. Hester to the Board. In connection with this election, the Board granted Mr. Hester, effective September 5, 2006, a stock option (“Stock Option”). The information provided in response to Item 5.02 of this Current Report on Form 8-K is incorporated by reference into this Item 1.01.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On and effective August 10, 2006 the Board of the Corporation (1) elected Mr. Hester to serve as a Class III Director of the Board, and (2) appointed Mr. Hester to the Corporate Governance and Executive Committee of the Board. As a Class III Director, Mr. Hester’s term will expire in 2008 or until a successor is duly elected and qualified, or until the earlier of his resignation, removal or disqualification.

Since September 2005, Mr. Hester has been the Chief Technology Officer at Advanced Micro Devices, Inc. (“AMD”), a global provider of microprocessor solutions for computing, communications and consumer electronic markets. Since approximately mid-2006, Mr. Hester has also been a Senior Vice President of AMD. From September 2005 to approximately mid-2006, Mr. Hester was a Vice President of AMD. In his positions with AMD, Mr. Hester is responsible for, among other things, setting the architectural and product strategies and plans for AMD’s microprocessor business. He also chairs the AMD Technology Council. Mr. Hester was a co-founder of Newisys, which is now a Sanmina-SCI company. From July 2000 to September 2005, Mr. Hester was the Chief Executive Officer of Newisys. Prior to July 2000, Mr. Hester spent 23 years at IBM serving in a variety of key leadership and executive technical roles. While at IBM, Mr. Hester led a number of system technology development efforts, including the RS/6000, and served as one of 15 members of the IBM Corporate Technology Council. Mr. Hester has over 30 years of system design and enterprise computing experience.

As noted in Item 1.01 above, in connection with Mr. Hester’s election to the Board, the Board granted him, effective September 5, 2006, a Stock Option to purchase 20,000 shares of common stock of the Company. This non-qualified Stock Option is pursuant to the Company’s 2000 Stock Incentive Plan and will be subject to a separate stock option agreement. The Stock Option will vests annually on a pro rata basis over a three-year period beginning on the first anniversary of the grant date and the exercise price will be the closing price of the Company’s common stock on Nasdaq on September 5, 2006.

Attached to this Current Report, as Exhibit 99.1, is a copy of the news release for ON Semiconductor Corporation dated August 11, 2006 titled “Phil D. Hester Joins the ON Semiconductor Board of Directors.” The information provided in response to Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.02.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Financial Statements of Businesses Acquired  
Not applicable.
- (b) Pro Forma Financial Information  
Not applicable.
- (c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release for ON Semiconductor Corporation dated August 11, 2006, titled “Phil D. Hester Joins the ON Semiconductor Board of Directors”

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ON SEMICONDUCTOR CORPORATION  
(Registrant)

Date: August 11, 2006

By:           /s/ DONALD A. COLVIN          

Name: Donald A. Colvin

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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99.1	News release for ON Semiconductor Corporation dated August 11, 2006, titled "Phil D. Hester Joins the ON Semiconductor Board of Directors"



ON Semiconductor®

Ross Ayotte  
Corporate Marketing  
ON Semiconductor  
(602) 244-5978  
ross.ayotte@onsemi.com

Ken Rizvi  
Investor Relations  
ON Semiconductor  
(602) 244-3437  
ken.rizvi@onsemi.com

### **Phil D. Hester Joins the ON Semiconductor Board of Directors**

**PHOENIX, Ariz. – Aug. 11, 2006** – ON Semiconductor Corporation (Nasdaq: ONNN) today announced the appointment of Phil D. Hester to its board of directors. Mr. Hester was elected to this position during the company's Board of Directors meeting held yesterday. The Board also elected Mr. Hester to its Corporate Governance and Executive Committee.

Mr. Hester is the Chief Technology Officer and a Senior Vice President at Advanced Micro Devices, Inc. (AMD), a global provider of microprocessor solutions for computing, communications and consumer electronic markets. Among his many duties in this position with AMD, Mr. Hester is responsible for setting the architectural and product strategies and plans for AMD's microprocessor business. He also chairs the AMD Technology Council, ensuring that product development, integration and process organization align technology capabilities with product direction.

Mr. Hester has over 30 years of system design and enterprise computing experience. Before joining AMD, he was co-founder and Chief Executive Officer at Newisys, now a Sanmina-SCI company. He also spent 23 years at IBM serving in a variety of key leadership and executive technical roles. While at IBM, Mr. Hester led a number of system technology development efforts, including the RS/6000, and served as one of 15 members of the IBM Corporate Technology Council.

Mr. Hester holds a Bachelor of Science and Masters in Engineering from the University of Texas.

#### **About ON Semiconductor**

With its global logistics network and strong portfolio of power semiconductor devices, ON Semiconductor (NASDAQ: ONNN) is a preferred supplier of power solutions to engineers, purchasing professionals, distributors and contract manufacturers in the computer, cell phone, portable devices, automotive and industrial markets. For more information, please visit ON Semiconductor's website at <http://www.onsemi.com>.

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