FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPE | ROVAL |
|---|----------------------|-----------|
| | OMB Number: | 3235-0287 |
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|---|--|--|--|--|--|--|--|--|--|
| ١ | Section 16. Form 4 or Form 5 | | | | | | | | |
|) | obligations may continue. See | | | | | | | | |
| | Instruction 1(h) | | | | | | | | |

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

| 1. Name and Address of Reporting Person* <u>Schromm William A.</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol ON SEMICONDUCTOR CORP [ON] | | | | | | | | heck all ap Dire | plicable) ector | ng Persor | 10% Owner | |
|--|----------------|--|--|--|--|---|--|---|--|--|---|--|--|--|--|--|--|--|
| (Last) (First) (Middle) 5005 EAST MCDOWELL ROAD | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/25/2017 | | | | | | | | | below) | | Other (specify below) erating Officer | |
| (Street) PHOENIX AZ 85008 (City) (State) (Zip) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | ′ | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| Date | | | | | | Execution Date, if any | | | Transaction Disposed Of (D) (Instr. Code (Instr. 5) | | | | | d Secu Bene Owne | 5. Amount of Securities Beneficially Owned Following | | irect direct | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | | | Code | v | Amount | (A (I | A) or D) | Price | Trans | action(s) | | | (Instr. 4) |
| | /2017 | 2017 | | S | | 18,547 | (1) D \$ | | \$1 | 4 4 | 448,774 | |) | | | | | |
| | Та | | | | | | | | | | | | | / Owned | I | | | |
| Conversion or Exercise (Month/Day/Year) Frice of Derivative Security Execution Date, if any (Month/Day/Year) 8 | | Transa Code (| ransaction of ode (Instr. Sec Act (A) Dis of (Instr. Instruction of Ode (Instr. Instruction of Ode (Instruction ode (In | | ative rities ired osed | Expiratio | n Dat | e Amount of Securities Underlying Derivative Security (Instr. and 4) | | ount | | derivative Securities Beneficially Owned Following Reported | Owr Fori Dire or Ir (I) (I | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | m Willian (Fin | (First) (ST MCDOWELL ROAD X AZ 8 (State) (Table Security (Instr. 3) Ta 2. Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle) ST MCDOWELL ROAD X AZ 85008 (State) (Zip) Table I - Note that the state of | Table II - Derivative Security 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | Im William A. (First) (Middle) ST MCDOWELL ROAD 4. If X AZ 85008 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. 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If Amendment, Date of Original Table I - Non-Derivative Securities Acquired, Month/Day/Year) Table II - Derivative Securities Acquired, Date (Month/Day/Year) Table III - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option Table III - Derivative Securities Acquired, Date (Month/Day/Year) Table III - Derivative Securities Acquired, Date (Month/Day/Year) Table III - Derivative Securities Acquired, Date (Month/Day/Year) Table III - Derivative Securities Acquired (A) or Exercise Price of Derivative Security Security Table III - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date | ON SEMICONDUCTOR ((First) (Middle) ST MCDOWELL ROAD (State) (Zip) Table I - Non-Derivative Securities Acquired, Dis (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Dis (E.g., puts, calls, warrants, options, complete of Derivative Securities (Month/Day/Year) (Month/Day/Year) | ON SEMICONDUCTOR CORP [(First) (Middle) ST MCDOWELL ROAD 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security 2. Transaction Date (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (Dolo (Instr. 3, 4 and 5)) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Date Expiration | ON SEMICONDUCTOR CORP [ON] (First) (Middle) ST MCDOWELL ROAD A | Conversion of Exercise of Exercise of Conversion (Month/Day/Year) S. | (First) (Middle) ST MCDOWELL ROAD 3. Date of Earliest Transaction (Month/Day/Year) 4. 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Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Or Beneficially Owned (A) or Or Beneficially Owned (B) or Beneficially Owned (Code V Amount (A) or Or Beneficially Owned (Price of Date (Nonth/Day/Year) (Month/Day/Year) (| Check all applicable Director Officer (give title below) | ON SEMICONDUCTOR CORP [ON] Check all applicable) [Check all applicable] [Check all applic |

Explanation of Responses:

1. This transaction was made pursuant to the Reporting Person's existing Rule 10b5-1 plan (i.e. a stock trading plan designed to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended).

Mark N. Rogers, Attorney-in-

Fact

01/27/2017

** 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.