SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person[*] CAVE GEORGE H (Last) (First) (Middle) 5005 EAST MCDOWELL ROAD (Street) PHOENIX AZ 85008 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol ON SEMICONDUCTOR CORP [ONNN] 3. Date of Earliest Transaction (Month/Day/Year) 03/05/2010 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ___ 10% Owner X Officer (give title below) ___ Other (specify below) SVP, Gen Cnsl, CC&EO, & Sec 6. Individual or Joint/Group Filing (Check Applicable Line) X 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)
			Code	V	Amount	(A) or (D)	Price			
Common	03/05/2010		G	V	1,000[(1)]	D	$0	68,438	D	
Common	03/05/2010		F		1,892[(2)]	D	$8.22	66,546	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. 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	Amount or Number of Shares				

Explanation of Responses:

1. The Reporting Person made a voluntary gift of these shares of common stock that he owned under the Issuer's Employee Stock Purchase Plan.

2. This disposition transaction represents shares withheld by the Issuer pursuant to the Reporting Person's March 5, 2007 award of restricted stock units. On March 5, 2010, certain of these units vested. These shares were withheld to satisfy the Reporting Person's withholding obligations for various taxes and similar items. The Issuer will pay these taxes on behalf of the Reporting Person.

Remarks:

Judith A. Boyle is signing on behalf of the Reporting Person pursuant to a Power of Attorney attached herein as an Exhibit. cave2010poa.TXT

Judith A. Boyle, Attorney-in-Fact	03/09/2010
** 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
(George H. Cave)

        I hereby appoint Keith D. Jackson, Donald A. Colvin, 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, and 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, 2011,
unless earlier
revoked or terminated.

/s/ GEORGE H. CAVE
George H. Cave

Dated: March 1, 2010