SEC Form 4

**FORM 4**

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

**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

| 1. Name and Address of Reporting Person[*] | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| CAVE GEORGE H | ON SEMICONDUCTOR CORP [ ONNN ] | |

| (Last) | (First) | (Middle) |
|---|---|---|
| 5005 EAST MCDOWELL ROAD | | |

| 3. Date of Earliest Transaction (Month/Day/Year) |
|---|
| 03/25/2015 |

| | Director | | 10% Owner |
|---|---|---|---|
| X | Officer (give title below) | | Other (specify below) |

EVP, Gen Cnsl, CC&EO, & Sec

| (Street) |
|---|
| PHOENIX    AZ    85008 |

| 4. If Amendment, Date of Original Filed (Month/Day/Year) |
|---|

| 6. Individual or Joint/Group Filing (Check Applicable Line) |
|---|
| X    Form filed by One Reporting Person |
| Form filed by More than One Reporting Person |

| (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 | 03/25/2015 | | F | | 7,570[(1)] | D | $11.905 | 316,601 | D | |
| Common | 03/25/2015 | | F | | 11,818[(2)] | D | $11.905 | 304,783 | 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. 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.

Mark N. Rogers, Attorney-in-Fact     03/27/2015

** 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.**