

<b>OMB APPROVAL</b>	
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**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

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

1. Name and Address of Reporting Person* <u>TPG ADVISORS II INC</u>  (Last) (First) (Middle) <u>C/O TEXAS PACIFIC GROUP</u> <u>301 COMMERCE STREET, SUITE 3300</u>  (Street) <u>FORT WORTH TX 76102</u>  (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/10/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Stock, par value \$0.01	11/10/2005		C		49,364,080 <sup>(3)</sup>	A	(3)	161,222,449 <sup>(4)</sup>	I	Through funds managed by the Reporting Person <sup>(1)(2)</sup>

**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
Series A Cumulative Convertible Preferred Stock	\$2.82	11/10/2005		C		10,000		(3)	(5)	Common Stock	49,364,080	\$100,000,000	0	I	Through funds managed by the Reporting Person <sup>(1)(2)</sup>

**Explanation of Responses:**

- The securities reported herein are held directly by TPG Semiconductor Holdings LLC and TPG On Holdings LLC (the "TPG Funds"), which are managed by the Reporting Person. Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Person is deemed to be the beneficial owner of the shares of the Issuer beneficially owned by the TPG Funds only to the extent of the greater of the Reporting Person's direct or indirect interest in the profits or capital account of such entities. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities owned by such funds in excess of such amount.
- David Bonderman, James G. Coulter and William S. Price, III (the "Shareholders") are officers, directors and the sole shareholders of the Reporting Person, and therefore may be deemed to beneficially own the shares owned by the Reporting Person. Each Shareholder disclaims beneficial ownership of such shares in excess of the greater of his direct or indirect pecuniary interest in such shares.
- The Series A Cumulative Convertible Preferred Stock (the "Series A Preferred Stock") is convertible at the option of the holder at any time into shares of Common Stock at an initial conversion price of \$2.82 per share, subject to adjustments as set forth in the Certificate of Designation of the Series A Preferred Stock. On November 10, 2005, TPG On Holdings LLC converted all outstanding shares of Series A Preferred Stock into 49,364,080 shares of Common Stock. As an inducement to the conversion and pursuant to a Conversion and Termination Agreement dated November 10, 2005, the Issuer has agreed to issue an additional 3,949,126 shares of Common Stock to TPG On Holdings LLC at a later date if certain conditions are met.
- Represents 49,364,080 shares of Common Stock owned directly by TPG On Holdings LLC upon conversion of the Series A Preferred Stock and 111,858,369 shares of Common Stock held directly by TPG Semiconductor Holdings LLC.
- The securities do not expire.

David A. Spuria, Vice President 11/14/2005

\*\* 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.