

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>JACKSON KEITH D</b>  (Last) (First) (Middle) <b>5005 EAST MCDOWELL ROAD</b>  (Street) <b>PHOENIX AZ 85008</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ON SEMICONDUCTOR CORP [ ON ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>CEO &amp; Pres.</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/03/2019</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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	12/03/2019		G <sup>(1)</sup>	V	350,000	D	\$0.0000	3,066,828	D	
Common	12/03/2019		G <sup>(1)</sup>	V	350,000	A	\$0.0000	350,000	I	By Jackson 5, LP
Common	12/31/2019		G <sup>(2)</sup>	V	97,494	D	\$0.0000	350,000 <sup>(2)</sup>	I	By Jackson 5, LP

**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)		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)					

**Explanation of Responses:**

- The reporting person transferred these shares to Jackson 5, LP, a family limited partnership of which (i) a limited liability company in which the reporting person and his spouse are the sole members serves as the sole general partner and holder of approximately 1% of the partnership interests, and (ii) the sole limited partners were (a) with respect to approximately 97% of the partnership interests, certain entities controlled by, and for the benefit of, the reporting person and his spouse, and (b) with respect to approximately 2% of the partnership interests, the reporting person's three adult children. The reporting person disclaims beneficial ownership of the shares of ON Semiconductor common stock held by Jackson 5, LP, except to the extent of his pecuniary interest therein.
- Represents separate gifts of limited partnership interests in Jackson 5, LP to three trusts for the benefit of the reporting person's adult children. Each gift represented a 9.2851% interest in Jackson 5, LP. The limited liability company in which the reporting person and his spouse are the sole members continues to serve as the sole general partner of Jackson 5, LP. The reporting person disclaims beneficiary ownership of the shares of ON Semiconductor common stock held by Jackson 5, LP, except to the extent of his pecuniary interest therein.

George H. Cave, Attorney-in-Fact      02/13/2020

\*\* 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.**