SEC Form 4

FORM 4

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	
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☐ 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* SMITH ROBERT HENRY	2. Issuer Name **and** Ticker or Trading Symbol ON SEMICONDUCTOR CORP [ONNN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 5005 EAST MCDOWELL ROAD (M/D A700)	3. Date of Earliest Transaction (Month/Day/Year) 08/18/2005	X Director 10% Owner Officer (give title below) Other (specify below)
(Street) PHOENIX AZ 85008 (City) (State) (Zip)	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

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			

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				
Stock Option (right to buy)	$5.2	08/18/2005		A		20,000		08/18/2006[1]	08/18/2015	Common Stock	20,000	$0	20,000	D	

Explanation of Responses:

1. Granted on 8-18-05 under the Issuer's 2000 Stock Incentive Plan. The stock option will vest 1/3 on the first, second and third anniversaries of the grant date, subject to continued service as a Director with the Issuer, and other terms and conditions of the plan and the related stock option grant agreement. The exercise price is the closing price on the date of the grant.

Remarks:

Judith A. Boyle is signing on behalf of the Reporting Person pursuant to a Power of Attorney attached hereto as an exhibit.

Robert H. Smith by Judith A. Boyle as Attorney-in-Fact	08/19/2005
** 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.

POWER OF ATTORNEY
(Robert H. Smith)

I hereby appoint Keith D. Jackson, George H. Cave and Judith A. Boyle, and each of them, attorney-in-fact for me, each with full power of substitution, to pr

This power of attorney is effective from the date hereof until April 15, 2006, unless earlier revoked or terminated.

/s/ Robert H. Smith
Robert H. Smith

Dated: August 18, 2005

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