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

1. Name and Address of Reporting Person[*]
 	
BARTON FRANCIS P
 	
(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)
	02/15/2011
	
	4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		X Director 10% Owner
		      Officer (give title Other (specify
		      below) below)
		
		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	02/15/2011		S		10,000	D	$11.49	52,896	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:

Remarks:

Judith A. Boyle, Attorney-in-Fact	02/17/2011
** 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
(Francis P. Barton)

        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 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/ FRANCIS P. BARTON
Francis P. Barton

Dated: March 1, 2010