

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* <u>COLVIN DONALD A</u> (Last) (First) (Middle) <u>5005 EAST MCDOWELL ROAD</u> (Street) <u>PHOENIX AZ 85008</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec VP & CFO</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/23/2009</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	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	03/23/2009		F		5,699 ⁽¹⁾	D	\$4.61	389,569	D	
Common	03/24/2009		A		17,500 ⁽²⁾	A	\$4.47	407,069	D	
Common	03/24/2009		F		5,460 ⁽³⁾	D	\$4.47	401,609	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)		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:

1. On March 23, 2009, the Reporting Person vested in 18,266 restricted stock units ("RSUs") and as a result acquired 18,266 shares of common stock of the Issuer pursuant to the Reporting Person's June 5, 2006 grant of RSUs. The RSUs acquisition was previously reported on an earlier Form 4 filed by the Reporting Person. This Form 4 reports the disposition of shares withheld by the Issuer pursuant to the RSUs' grant agreement in order to satisfy the Reporting Person's withholding obligations for various taxes due upon the vesting of the RSUs. The Issuer will pay the taxes on behalf of the Reporting Person.

2. This transaction reports the acquisition, effective March 24, 2009, of 17,500 shares of common stock resulting from the attainment of the Tranche 1 performance goal under an earlier Performance Based Restricted Stock Units Award ("PBRU Award"), as described more below. The Compensation Committee of the Issuer originally awarded 50,000 PBRUs to the Reporting Person with an effective grant date of June 2, 2008, subject to the Issuer's 2008 Stock Incentive Plan and a related award agreement. The PBRU Award relates to the successful integration of AMIS Holdings, Inc., merged into the Issuer. Under the award agreement, the PBRUs vest in increments of 35% (Tranche 1) and 65% (Tranches 2 and 3) upon: (i) the Issuer accomplishing required information technology changes for a specific tax structure of the Issuer (Tranche 1); and (ii) the Issuer achieving a range of total consolidated revenues and related gross margins (Tranches 2 and 3).

3. On March 24, 2009, the Reporting Person vested in 17,500 performance based restricted stock units ("PBRUs") and as a result acquired 17,500 shares of common stock of the Issuer pursuant to the Reporting Person's June 2, 2008 grant of PBRUs. This Form 4 reports the disposition of shares withheld by the Issuer pursuant to the PBRUs' grant agreement in order to satisfy the Reporting Person's withholding obligations for various taxes due upon the vesting of the PBRUs. The Issuer will pay the taxes on behalf of the Reporting Person.

Remarks:

Judith A. Boyle is signing on behalf of the Reporting Person pursuant to a Power of Attorney attached herein as an Exhibit. colvin2009poa.TXT

Judith A. Boyle, Attorney-in-Fact 03/24/2009

** 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
(Donald A. Colvin)

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, 2010, unless earlier revoked or terminated.

/S/ DONALD A. COLVIN
Donald A. Colvin

Dated: March 2, 2009