

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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* <b>GUTMANN BERNARD</b>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Exec VP &amp; CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/22/2018</b>			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		
5005 EAST MCDOWELL ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>PHOENIX AZ 85008</b>								
(City) (State) (Zip)								

**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	03/22/2018		M		120,000	A	\$6.125	665,507	D	
Common	03/22/2018		M		6,667	A	\$8.4	672,174	D	
Common	03/22/2018		S		6,667 <sup>(1)</sup>	D	\$26.0472 <sup>(2)</sup>	665,507	D	
Common	03/22/2018		S		120,000 <sup>(4)</sup>	D	\$26.0051 <sup>(3)</sup>	545,507	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
Stock Option (right to buy) <sup>(4)</sup>	\$8.4	03/22/2018		M		6,667		03/05/2013 <sup>(4)</sup>	03/05/2019	Common	6,667	\$0.0000	0.0000	D	
Stock Option (right to buy) <sup>(5)</sup>	\$6.125	03/22/2018		M		120,000		10/01/2013 <sup>(5)</sup>	10/01/2019	Common	120,000	\$0.0000	43,266	D	

**Explanation of Responses:**

- This transaction was made pursuant to the Reporting Person's existing Rule 10b5-1 plan (i.e., a stock trading plan designed to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended).
- This disposition transaction was executed in multiple trades at prices ranging from \$25.93 to \$26.16. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares and prices at which the transaction was effected.
- This disposition transaction was executed in multiple trades at prices ranging from \$25.74 to \$26.16. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares and prices at which the transaction was effected.
- On March 5, 2012, the Reporting Person was awarded an employee stock option (the "March 2012 Option") to acquire 6,667 shares (the "March 2012 Shares") of the Issuer's common stock. Pursuant to the terms of the March 2012 Option, 25% of the March 2012 Shares became exercisable on March 5, 2013, and the remaining 75% of the March 2012 Shares became exercisable in equal, quarterly installments thereafter until March 5, 2016, at which time all remaining March 2012 Shares became fully exercisable.
- On October 1, 2012, the Reporting Person was awarded an employee stock option (the "October 2012 Option") to acquire 163,266 shares (the "October 2012 Shares") of the Issuer's common stock, including the underlying securities reported in Table II of this Form 4. Pursuant to the terms of the October 2012 Option, 25% of the October 2012 Shares became exercisable on October 1, 2013, and the remaining 75% of the October 2012 Shares became exercisable in equal, annual installments thereafter until October 1, 2016, at which time all remaining October 2012 Shares became fully exercisable.

Mark N. Rogers, Attorney-in-Fact      03/26/2018

\*\* 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.