**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.

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**1. Name and Address of Reporting Person**

KEETON SIMON

5005 EAST MCDOWELL ROAD

PHOENIX AZ 85008

**2. Issuer Name and Ticker or Trading Symbol**

ON SEMICONDUCTOR CORP [ ON ]

**3. Date of Earliest Transaction (Month/Day/Year)**

10/05/2022

**5. Relationship of Reporting Person(s) to Issuer**

X Director

10% Owner

EVP & GM, PSG

**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

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>10/05/2022</td>
<td>F</td>
<td></td>
<td>1,281</td>
<td>161,643</td>
<td>D</td>
<td>-</td>
<td>V</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Represents shares withheld to cover taxes due upon the vesting of restricted stock units.
2. Includes an additional 133 shares that were acquired by the Reporting Person under the Issuer's Employee Stock Purchase Plan since his last Section 16 filing.

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**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).


**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.