

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>El-Khoury Hassane</u> (Last) (First) (Middle) <u>5701 NORTH PIMA ROAD</u> (Street) <u>SCOTTSDALE AZ 85250</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ON SEMICONDUCTOR CORP [ON]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO & President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2025</u>	
	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	08/13/2025		S		15,000	D	\$51.2173 ⁽¹⁾	977,814 ⁽²⁾	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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- This disposition transaction was executed in multiple trades at prices ranging from \$51.16 to \$51.26. 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.
- Includes an additional 255 shares that were acquired by the Reporting Person under the Issuer's Employee Stock Purchase Plan since his last Section 16 filing.

Remarks:

Hope M. Spencer is signing on behalf of the Reporting Person pursuant to a Power of Attorney attached hereto as Exhibit 24.

/s/ Hope M. Spencer,
Attorney-in-Fact

08/15/2025

** 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
(Hassane El-Khoury)

I hereby appoint Thad Trent, Paul Dutton, Travis Ruffo, Hope M. Spencer, Angela Park, and Joshua B. Naftulin, and each of them, attorney-in-fact (each, an "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 13 or Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 144 under the Securities Act of 1933, as amended ("Rule 144"), and any and all related documents and instruments. Among other things, each Attorney-in-Fact is authorized to:

* take such action(s) as may be necessary or appropriate to enable the undersigned to submit and file forms, schedules and other documents with United States Securities and Exchange Commission ("SEC") utilizing the SEC's Electronic

Data Gathering and Retrieval ("EDGAR") system, which actions may include (i) enrolling the undersigned in EDGAR Next and (ii) preparing, executing and submitting to the SEC a Form ID, including any amendments to such Form ID, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings utilizing the EDGAR system;

* prepare and execute any and all forms, schedules and other documents (including any amendments thereto) the undersigned is required to file with the SEC, or which the Attorney-in-Fact considers advisable for the undersigned to file with the SEC, under Section 13 or Section 16 of the Exchange Act, and Rule 144, including Forms 3, 4, and 5, Form 144 and Schedules 13D or 13G, with the SEC, 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 (the "Company") as required by applicable rules under Section 13, Section 16 and Rule 144 as in effect from time to time;

* submit and file SEC filings with the SEC utilizing the EDGAR system or cause them to be submitted and filed by a person appointed as an Account Administrator (defined below);

* act as an account administrator for the undersigned's EDGAR account (each, an "Account Administrator"), including: (i) appoint, remove and replace account administrators, account users, technical administrators and delegated entities; (ii) maintain the security of the undersigned's EDGAR account, including modification of access codes; (iii) maintain, modify and certify the accuracy of information on the undersigned's EDGAR account dashboard; (iv) act as the EDGAR point of contact with respect to the undersigned's EDGAR account; and (v) any other actions contemplated by Rule 10 of Regulation S-T with respect to account administrators;

* cause the Company to accept a delegation of authority from any of the undersigned's EDGAR account administrators and, pursuant to that delegation, authorize the Company's EDGAR account administrators to appoint, remove or replace users for the undersigned's EDGAR account; and

* seek or obtain, as my representative and on my behalf, information concerning transactions in or with respect to the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, knowing that I hereby authorize any such person to release any such information to the Attorney-in-Fact and approve any such release of information.

This power of attorney is effective from the date hereof and shall remain in effect until revoked or terminated.

Dated: August 15, 2025

/s/ HASSANE EL-KHOURY
Hassane El-Khoury