1. Name and Address of Reporting Person
   El-Khoury Hassane
   5701 NORTH PIMA ROAD
   SCOTTSDALE AZ 85250

2. Issuer Name and Ticker or Trading Symbol
   ON SEMICONDUCTOR CORP [ ON ]

3. Date of Earliest Transaction (Month/Day/Year)
   12/07/2023

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
   X Officer (give title below)
   CEO & President

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

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>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>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>12/07/2023</td>
<td>F</td>
<td></td>
<td>13,524(1)</td>
<td>$75.84</td>
<td>D</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>517,930(2)</td>
<td></td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| Title of Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | Transaction Date (Month/Day/Year) | Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | Number of Derivative Securities Underlying Derivative Security (Instr. 3 and 4) | Date Exercisable and Expiration Date (Month/Day/Year) | Title of Derivative Security (Instr. 5) | Price of Derivative Security (Instr. 5) | Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------------|----------------------------------------------------|-----------------------------------|-----------------------------------------------|-----------------------------|---------------------------------------------------------------|---------------------------------------------------------------------------------|-----------------------------------------------|---------------------------------------------|-------------------------------------------------|--------------------------------------------------------------------------------|-------------------------------------------------|------------------------------------------------|---|

Explanation of Responses:
1. Represents shares withheld to cover taxes due upon the vesting of restricted stock units.
2. Includes an additional 66 shares that were acquired by the Reporting Person under the Issuer's Employee Stock Purchase Plan since his last Section 16 filing.

/s/ Hope M. Spencer, Attorney-in-Fact 12/08/2023
** Signature of Reporting Person

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.