1. Name and Address of Reporting Person
   El-Khoury Hassane
   5005 EAST MCDOWELL ROAD
   PHOENIX AZ 85008

2. Issuer Name and Ticker or Trading Symbol
   ON Semiconductor Corp [ ON ]

5. Relationship of Reporting Person(s) to Issuer
   X Director
   10% Owner
   X Officer (give title below)
   CEO & President

3. Date of Earliest Transaction (Month/Day/Year)
   12/20/2022

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Securities Acquired or Disposed Of</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>12/20/2022</td>
<td>A</td>
<td>A</td>
<td>228,946</td>
<td>476,193</td>
</tr>
<tr>
<td>Common</td>
<td>12/20/2022</td>
<td>F</td>
<td>D</td>
<td>98,333</td>
<td>377,860</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Acquired or Disposed Of</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

1. Title of Security (Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date (Month/Day/Year)

4. Deemed Execution Date, if any (Month/Day/Year)

5. Transaction Code (Instr. 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)

Explanation of Responses:
1. Represents performance-based restricted stock units, originally granted to the Reporting Person on December 7, 2020, that vested on December 20, 2022 based on the issuer's performance as measured against the underlying performance metric.

2. Represents shares withheld to cover taxes due upon the vesting of performance-based restricted stock units.

/s/ Pamela L. Tondreau

Attorney-in-Fact

12/21/2022

** 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).


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.