FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
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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

Name and Address of Reporting Person*     Rolls Paul E						2. Issuer Name and Ticker or Trading Symbol ON SEMICONDUCTOR CORP ON									ationship of Reporti k all applicable) Director		10% Ow		wner	
(Last) 5005 EA	(Fir	rst) (N WELL ROAD	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/04/2020  X Officer (give title below)  Exec VP Sale									es & N	below)					
(Street) PHOEN			5008 Zip)		4. If A									6. Indi Line) X	Form Form	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table	I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	Benef	icially	/ Own	ed				
Date				2. Transac Date (Month/Da	Execution ay/Year) if any			a. Deemed ecution Date, any onth/Day/Year)		ction Instr.	4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)				5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) (D)	or Pr	ice	Transa	ction(s) 3 and 4)			(1130.4)	
Common				03/04/2	2020				F		3,764(1)	Г	\$	18.73	32	9,468		D		
Common				03/05/2	2020				F		4,155(2)	Г	\$	17.83	325,313		D			
		Tal	ble II -								osed of, convertib				Owne	t				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed ion Date, /Day/Year)	4. Transaction Code (Instr. 8)		of	ired r osed ) : 3, 4	Expiration (Month/Dass		ite	7. Title and Amount of Securities Underlying Derivative Security (Ir 3 and 4)		De Sei (In:	Price of erivative ecurity estr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owner Form: Direct or Indi (I) (Inst	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	or Numb of Share							

## **Explanation of Responses:**

- 1. This disposition transaction represents shares withheld by the Issuer in connection with the Reporting Person's 2019 restricted stock units award granted pursuant to the Issuer's Amended and Restated Stock Incentive Plan and related award agreement. On March 4, 2020, certain of these units vested. These shares were withheld to satisfy the Reporting Person's tax withholding obligations. The Issuer will pay these taxes on behalf of the Reporting Person.
- 2. This disposition transaction represents shares withheld by the Issuer in connection with the Reporting Person's 2018 restricted stock units award granted pursuant to the Issuer's Amended and Restated Stock Incentive Plan and related award agreement. On March 5, 2020, certain of these units vested. These shares were withheld to satisfy the Reporting Person's tax withholding obligations. The Issuer will pay these taxes on behalf of the Reporting Person.

/s/ George H. Cave, Attorney-

03/06/2020

in-Fact

\*\* 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.