

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>KLOSTERBOER ROBERT A.</u>  (Last) (First) (Middle) 5005 E. MCDOWELL ROAD  (Street) PHOENIX AZ 85008  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ON SEMICONDUCTOR CORP [ ONNN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP & GM, APG
	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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**

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	10/31/2013	10/31/2013	A		3,621 <sup>(1)</sup>	A	\$0.0000	191,559	D	
Common	10/31/2013	10/31/2013	F		1,176 <sup>(2)</sup>	D	\$7.055	190,383	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- This transaction reports the acquisition, effective October 31, 2012, of 3,621 shares of common stock resulting from the attainment of a performance goal under an earlier Performance Based Restricted Stock Units Award ("PBRUS Award"), as described more below. The Compensation Committee of the Issuer originally awarded 28,968 PBRUSs to the Reporting Person with an effective grant date of March 5, 2012, subject to the Issuers Amended and Restated Stock Incentive Plan and a related award agreement. The PBRUS Award, which vests generally over a three-year period upon the Issuer achieving certain adjusted non-GAAP earnings before interest, taxes, depreciation and amortization ("EBITDA"), contains threshold and target performance measurements as set forth in the PBRUS Award agreement.
- This disposition transaction represents shares withheld by the Issuer pursuant to the Reporting Person's March 5, 2012 PBRUS Award. On October 31, 2013, certain of these units vested as described above. These shares were withheld to satisfy the Reporting Person's withholding obligations for various taxes and similar items. The Issuer will pay these taxes on behalf of the Reporting Person.

**Remarks:**

George H. Cave is signing on behalf of the Reporting Person pursuant to a Power of Attorney attached herein as an exhibit. klosterboer2013poa.txt

George H. Cave, as Attorney-in-Fact 11/04/2013

\*\* 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  
(Robert A. Klosterboer)

I hereby appoint Keith D. Jackson, George H. Cave and Judith A. Boyle, and each of them, 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 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), and Rule 144 and Rule 145 under the Securities Act of 1933 (singly or collectively ("Rule 144")), and any and all related documents and instruments. Among other things, each attorney-in-fact is authorized to file original reports (either electronically or otherwise), signed by me or on my behalf, on Forms 3, 4 and 5, and Form 144 with the Securities and Exchange Commission, 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 as required by the rules under Section 16 and Rule 144 as in effect from time to time.

This power of attorney is effective from the date hereof until April 15, 2014, unless earlier revoked or terminated.

Dated: March 18, 2013

/s/ Robert A. Klosterboer  
Robert A. Klosterboer