FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Vashington,	D.C.	20549
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OMB APPROVAL

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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

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	nd Address of	f Reporting Person*				er Name and					ONNN]		elationship of eck all applica Director	ible)	p Perso	10% Ov	vner
(Last) 5005 EA	,	First) WELL ROAD	(Middle)	_	3. Date of Earliest Transaction (Month/Day/Year) 10/10/2008								X Officer (give title Other (specify below) SVP, Catalyst Group				
(Street)	IX A	AZ	85008		4. If An	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(5	State)	(Zip)										Person	eu by Moi	e man	опе керог	urig
		T	able I - Noi	n-Deriva	ative S	Securities	Acc	quired,	Dis	posed of	, or Ben	eficially	Owned				
1. Title of Security (Instr. 3)		2. Transac Date (Month/Da		Execution D	2A. Deemed Execution Date, if any (Month/Day/Year)		ction nstr.	4. Securities Acquired Disposed Of (D) (Instr.			5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D) Price		Reported Transactio (Instr. 3 ar	on(s) nd 4)			(Instr. 4)
Common	l			10/10/	2008			A		319,829 ⁽¹⁾ A		\$0	344,829			D	
			Table II -										Owned				
1. Title of Derivative Security (Instr. 3) 2. Conversic or Exercis Price of Derivative Security		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Dat if any (Month/Day/Ye	te, 4. Trans	saction e (Instr.	5. Number of Derivative		options, convertible 6. Date Exercisable and Expiration Date (Month/Day/Year)		sable and	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		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
				Code	e V	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares		Transact (Instr. 4)	tion(s)		
Stock Option (right to buy)	\$2.46	10/10/2008		A		43,804 ⁽²⁾		10/10/2008		09/27/2011	Common	43,804	\$0	43,80	04	D	
Stock Option (right to buy)	\$3.25	10/10/2008		A		155,319 ⁽³⁾		10/10/2008		10/10/2011	Common	155,319	\$0	155,319		D	
Stock Option (right to buy)	\$3.25	10/10/2008		A		56,480 ⁽⁴⁾		10/10/20	800	10/10/2011	Common	56,480	\$0	211,7	'99	D	
Stock Option (right to buy)	\$3.32	10/10/2008		A		141,200 ⁽⁵⁾	141,200 ⁽⁵⁾		008	10/10/2011	Common	141,200	\$0	141,2	200	D	
Stock Option (right to buy)	\$4.52	10/10/2008		A		100,004 ⁽⁶⁾		10/10/20	009	10/10/2018	Common	100,004	\$0	100,004		D	
Stock Option (right to buy)	\$4.75	10/10/2008		A		70,600 ⁽⁷⁾		10/10/20	008	10/10/2011	Common	70,600	\$0	70,60	00	D	
Stock Option (right to buy)	\$4.75	10/10/2008		A		26,475 ⁽⁸⁾		10/10/20	800	10/10/2011	Common	26,475	\$0	97,01	75	D	
Stock Option (right to buy)	\$4.75	10/10/2008		A		13,237 ⁽⁹⁾		10/10/20	008	10/10/2011	Common	13,237	\$0	110,3	312	D	
Stock Option (right to buy)	\$4.75	10/10/2008		A		13,237 ⁽¹⁰⁾		10/10/20	800	10/10/2011	Common	13,237	\$0	123,5	549	D	
Stock Option (right to buy)	\$5.97	10/10/2008		A		141,200 ⁽¹¹⁾		10/10/20	800	10/10/2011	Common	141,200	\$0	141,2	200	D	
Stock Option (right to	\$6.05	10/10/2008		A		96,365 ⁽¹²⁾		10/10/20	800	10/10/2011	Common	96,365	\$0	96,30	65	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. Transa Code (8)		5. Number of Derivative Securities Acquired (A Disposed of (Instr. 3, 4 at 5)) or (D)	6. Date Exerc Expiration Da (Month/Day/\)	ate	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	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	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$6.05	10/10/2008		A		44,834 ⁽¹³⁾		10/10/2008	10/10/2011	Common	44,834	\$0	141,199	D	

Explanation of Responses:

- 1. Received, in part, a total of 319,829 (202,386 shares of common stock and 117,433 restricted stock units ("RSUs")) of ON Semiconductor Corporation (Issuer) plus cash representing fractional shares as provided in the merger agreement in exchange for a total of 453,017 (286,667 shares of common stock and 166,350 RSUs) of Catalyst Semiconductor, Inc. ("CATALYST") in connection with the merger of CATALYST in to the Issuer ("Merger"). The Merger was effective on October 10, 2008. Pursuant to the Merger, each outstanding share of CATALYST common stock and/or right thereto was converted in to the right to receive .706 shares of the Issuer's common stock. The exchanged RSUs are, among other things, subject to the Issuer's 2000 Stock Incentive Plan ("Plan"), a previous grant agreement, vesting over time (generally), and a conversion and assumption by the Issuer.
- 2. Received in the Merger in exchange for an employee stock option to acquire 62,046 shares of CATALYST for \$1.73 per share. The exchanged options accelerated and vested immediately the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 3. Received in the Merger in exchange for an employee stock option to acquire 219,999 shares of CATALYST for \$2.29 per share. The exchanged options accelerated and vested immediately on the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 4. Received in the Merger in exchange for an employee stock option to acquire 80,001 shares of CATALYST for \$2.29 per share. The exchanged options accelerated and vested immediately on the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 5. Received in the Merger in exchange for an employee stock option to acquire 200,000 shares of CATALYST for \$2.34 per share. The exchanged options accelerated and vested immediately on the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 6. Received in the Merger in exchange for an employee stock option to acquire 141,650 shares of CATALYST for \$3.19 per share. Generally, the grant provides for pro rata vesting of 25% per year for each of the first through fourth anniversaries of the grant date. The exchanged options, are among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 7. Received in the Merger in exchange for an employee stock option to acquire 100,000 shares of CATALYST for \$3.35 per share. The exchanged options accelerated and vested immediately on the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 8. Received in the Merger in exchange for an employee stock option to acquire 37,500 shares of CATALYST for \$3.35 per share. The exchanged options accelerated and vested immediately on the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 9. Received in the Merger in exchange for an employee stock option to acquire 18,750 shares of CATALYST for \$3.35 per share. The exchanged options accelerated and vested immediately on the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 10. Received in the Merger in exchange for an employee stock option to acquire 18,750 shares of CATALYST for \$3.35 per share. The exchanged options accelerated and vested immediately on the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 11. Received in the Merger in exchange for an employee stock option to acquire 200,000 shares of CATALYST for \$4.21 per share. The exchanged options accelerated and vested immediately on the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 12. Received in the Merger in exchange for an employee stock option to acquire 136,495 shares of CATALYST for \$4.27 per share. The exchanged options accelerated and vested immediately on the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.
- 13. Received in the Merger in exchange for an employee stock option to acquire 63,505 shares of CATALYST for \$4.27 per share. The exchanged options accelerated and vested immediately on the closing date of the Merger. The exchanged options are, among other things, subject to the Plan, a previous grant agreement, and a conversion and assumption by the Issuer.

Remarks:

Judith A. Boyle is signing on behalf of the Reporting Person pursuant to a Power of Attorney attached herein as an exhibit. poavoicu.TXT

Judith A. Boyle, Attorney-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.

POWER OF ATTORNEY (Gelu Voicu)

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, 2009, unless earlier revoked or terminated.

/s/ GELU VOICU Gelu Voicu

Dated: October 6, 2008

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