1. Name and Address of Reporting Person

KEETON SIMON
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)

10/05/2023

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

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.

1. Title of Security (Instr. 3)

Common

2. Transaction Date (Month/Day/Year)

10/05/2023

3A. Deemed Execution Date, if any (Month/Day/Year)

F

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

1,191

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

174,491

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

V

1. Title of Derivative 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. 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

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 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

10/09/2023

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.


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.