

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-03**
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REPORTING OWNER

JACKSON KEITH D

CIK: **1228890**

Type: **4** | Act: **34** | File No.: **000-30419** | Film No.: **111185392**

ISSUER

ON SEMICONDUCTOR CORP

CIK: **1097864** | IRS No.: **363840979** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3674** Semiconductors & related devices

Mailing Address

*5005 EAST MCDOWELL ROAD
PHOENIX AZ 85008*

Business Address

*5005 EAST MCDOWELL ROAD
PHOENIX AZ 85008
6022446600*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person JACKSON KEITH D			2. Issuer Name and Ticker or Trading Symbol ON SEMICONDUCTOR CORP [ONNN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO & Pres.		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2011					
5005 EAST MCDOWELL ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
PHOENIX, AZ 85008								
(City)	(State)	(Zip)						

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	11/03/2011		A		140,550 ⁽¹⁾	A \$7.79	1,160,802	D	
Common	11/03/2011		F		58,400 ⁽²⁾	D \$7.79	1,102,402	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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. This transaction reports the acquisition, effective November 3, 2011, of 140,550 shares of common stock resulting from the attainment of a performance goal under an earlier Performance Based Restricted Stock Units Award ("PBRSU Award"), as described more below. The Compensation Committee of the Issuer originally awarded 1,686,609 PBRsUs to the Reporting Person with an effective grant date of March 2, 2009 subject to the Issuers 2000 Stock Incentive Plan and a related award agreement. The PBRSU Award will vest, generally, over a three-year period but only upon the Issuer achieving certain

adjusted non-GAAP earnings before interest, taxes, depreciation and amortization ("EBITDA") base and target performance measurements as set forth in the PBRSU Award agreement.

2. This disposition transaction represents shares withheld by the Issuer pursuant to the Reporting Person's March 2, 2009 PBRSU award. On November 3, 2011, certain of these units vested. 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:

Judith A. Boyle is signing on behalf of the Reporting Person pursuant to a Power of Attorney attached herein as an Exhibit. jackson2011poa.txt

Signatures

Judith A. Boyle, Attorney-in-Fact

** Signature of Reporting Person

11/07/2011

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
(Keith D. Jackson)

I hereby appoint Donald A. Colvin, 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, 2012, unless earlier revoked or terminated.

/s/ KEITH D. JACKSON
Keith D. Jackson

Dated: March 1, 2011