

COHU INC
Form 3/A
July 25, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|---|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SCHOLEFIELD COLIN P | | (Month/Day/Year) | COHU INC [COHU] | |
| (Last) | (First) | (Middle) | 03/11/2005 | |
| 12367 CROSTHWAITE CIRCLE | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 07/25/2005 |
| POWAY, Â CA Â 92064 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | Senior VP, Sales & Service <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Cohu, Inc. Common Stock | 3 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (Right to Buy) | 11/13/1997 ⁽¹⁾ | 11/13/2006 | Common Stock | 2,500 | \$ 8.5 | D | Â |
| Employee Stock Option (Right to Buy) | 12/15/1999 ⁽²⁾ | 12/15/2008 | Common Stock | 9,000 | \$ 10.82 | D | Â |
| Employee Stock Option (Right to Buy) | 03/10/2000 ⁽³⁾ | 03/10/2009 | Common Stock | 6,000 | \$ 12.07 | D | Â |
| Employee Stock Option (Right to Buy) | 10/20/2001 ⁽⁴⁾ | 10/20/2010 | Common Stock | 15,000 | \$ 13.88 | D | Â |
| Employee Stock Option (Right to Buy) | 10/02/2002 ⁽⁵⁾ | 10/02/2011 | Common Stock | 20,000 | \$ 14.68 | D | Â |
| Employee Stock Option (Right to Buy) | 10/14/2003 ⁽⁶⁾ | 10/14/2012 | Common Stock | 25,000 | \$ 11.66 | D | Â |
| Employee Stock Option (Right to Buy) | 12/11/2004 ⁽⁷⁾ | 12/11/2013 | Common Stock | 20,000 | \$ 18.35 | D | Â |
| Employee Stock Option (Right to Buy) | 10/27/2005 ⁽⁸⁾ | 10/27/2014 | Common Stock | 20,000 | \$ 15.04 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHOLEFIELD COLIN P 12367 CROSTHWAITE CIRCLE POWAY, CA 92064 | Â | Â | Â Senior VP, Sales & Service | Â |

Signatures

/s/ John H. Allen
(Attorney-in-Fact) 07/25/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Exercisable as to 1/4 of the shares on the first four anniversary dates following 11/13/1996.
- (2) Exercisable as to 1/4 of the shares on the first four anniversary dates following 12/15/1998.
- (3) Exercisable as to 1/4 of the shares on the first four anniversary dates following 03/10/1999.
- (4) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/20/2000.
- (5) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/02/2001.
- (6) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/14/2002.
- (7) Exercisable as to 1/4 of the shares on the first four anniversary dates following 12/11/2003.

(8) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/27/2004.

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Remarks:

ThisÂ amendmentÂ isÂ beingÂ filedÂ toÂ attachÂ theÂ PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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