**COHU INC** Form 4 August 18, 2008

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

**OMB APPROVAL** 

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**SECURITIES** obligations may continue.

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **DONAHUE JAMES A** Issuer Symbol COHU INC [COHU] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify 12367 CROSTHWAITE CIRCLE 08/17/2008 below) President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting POWAY, CA 92064 Person

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securities Acquired r(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)  Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	08/17/2008		F	1,945 (1)	D	\$ 17.52	124,877 (2)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: COHU INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
						Date Exercisable	Expiration Date	or Title Nu	umber		
								of			
				Code V	(A) (D)				hares		

### **Reporting Owners**

Relationships **Reporting Owner Name / Address** 

> Director 10% Owner Officer Other

DONAHUE JAMES A 12367 CROSTHWAITE CIRCLE POWAY, CA 92064

President & CEO

## **Signatures**

Jeffrey D. Jones 08/18/2008 (Attorney-in-fact)

\*\*Signature of Reporting Person

#### **Explanation of Responses:**

- 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).
- Represents shares that were automatically withheld from shares issued upon vesting of Restricted Stock Units (RSUs) to cover tax **(1)** obligations in a transaction exempt under Rule 16(b)-3.
- Number of shares includes 29,291 Restricted Stock Units (RSU) (excluding the impact of shares that will be withheld to cover tax (2) obligations) previously reported that in the future will be converted on a one-for-one basis into shares of Cohu, Inc. Common Stock, immediately upon vesting which vesting is scheduled to occur in three annual installments (assuming continued employment).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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