Edgar Filing: Walsh James P - Form 4

Walsh James	Р									
Form 4 August 17, 20	010									
FORM	Л							OMB AF	PROVAL	
		ITIES AND EXCHANGE COMMISSION nington, D.C. 20549				OMB Number:	3235-0287			
Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior	NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934,					Expires: January 31, 2005 Estimated average burden hours per response 0.5				
may conti See Instru 1(b).	inue. Section 17(a	a) of the Public U 30(h) of the In	•	•	- ·			n		
(Print or Type R	Responses)									
Walsh James P Symbol			er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
						Director X Officer (give below)	Director 10% Owner C Officer (give title Other (specify			
			nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
POWAY, C.	A 92064						Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip) Tab	le I - Non-D	erivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3, Amount	sposed 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	08/17/2010		F	344 <u>(1)</u>		\$ 12.05	5,957 <u>(2)</u>	D		

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

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 control number.

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

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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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
F	Director	10% Owner	Officer	Other				
Walsh James P 12367 CROSTHWAITE CIRCLE POWAY, CA 92064			VP Manufacturing					
Signatures								
Jeffrey D. Jones (Attorney-in-Fact)	08/1	17/2010						
**Signature of Reporting Person	I	Date						

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).
- (1) Represents shares that were automatically withheld from shares issued upon vesting of Restricted Stock Units (RSUs) to cover tax obligations in a transaction exempt under Rule 16(b)-3.

Number of shares includes 2,333 Restricted Stock Units (excluding the impact of shares that will be withheld to cover tax obligations)
 (2) 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 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.