

COHU INC  
Form 3/A  
July 25, 2005

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol  |  |
| Â McFarlane James G                       |         | (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 CAÂ 92064                         |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |   | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City)                                    | (State) | (Zip)   | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Cohu, Inc. Common Stock            | 16,558   | D   | Â  |

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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

Edgar Filing: COHU INC - Form 3/A

|                                      | Expiration Date                      | Amount or Number of Shares   | or Indirect (I) (Instr. 5) |
|--------------------------------------|--------------------------------------|------------------------------|----------------------------|
| Employee Stock Option (Right to Buy) | 12/15/1999 <sup>(1)</sup> 12/15/2008 | Common Stock 10,000 \$ 10.82 | D Â                        |
| Employee Stock Option (Right to Buy) | 03/10/2000 <sup>(2)</sup> 03/10/2009 | Common Stock 20,000 \$ 12.07 | D Â                        |
| Employee Stock Option (Right to Buy) | 10/20/2001 <sup>(3)</sup> 10/20/2010 | Common Stock 30,000 \$ 13.88 | D Â                        |
| Employee Stock Option (Right to Buy) | 10/02/2002 <sup>(4)</sup> 10/02/2011 | Common Stock 20,000 \$ 14.68 | D Â                        |
| Employee Stock Option (Right to Buy) | 10/14/2003 <sup>(5)</sup> 10/14/2012 | Common Stock 20,000 \$ 11.66 | D Â                        |
| Employee Stock Option (Right to Buy) | 12/11/2004 <sup>(6)</sup> 12/11/2013 | Common Stock 15,000 \$ 18.35 | D Â                        |
| Employee Stock Option (Right to Buy) | 10/27/2005 <sup>(7)</sup> 10/27/2014 | Common Stock 15,000 \$ 15.04 | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| McFarlane James G<br>12367 CROSTHWAITE CIRCLE<br>POWAY, CA 92064 | Â             | Â         | Â Senior Vice President | 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 12/15/1998.
- (2) Exercisable as to 1/4 of the shares on the first four anniversary dates following 03/10/1999.
- (3) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/20/2000.
- (4) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/02/2001.
- (5) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/14/2002.
- (6) Exercisable as to 1/4 of the shares on the first four anniversary dates following 12/11/2003.
- (7) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/27/2004.

Â  
**Remarks:**

Edgar Filing: COHU INC - Form 3/A

This amendment is being filed to attach the Power of Attorney.

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.