

DONAHUE JAMES A  
Form 4  
August 03, 2017

**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 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 \*  
DONAHUE JAMES A

(Last) (First) (Middle)  
12367 CROSTHWAITE CIRCLE  
(Street)

POWAY, CA 92064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
COHU INC [COHU]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 08/01/2017                           |  | M                              | 37,500 (1) A \$ 7.32  | 444,049   | D  |                                   |
| Common Stock                    | 08/01/2017                           |  | S                              | 37,500 (1) D \$ 18.05 (2)   | 406,549 (3)   | D  |                                   |
| Common Stock                    | 08/02/2017                           |  | M                              | 37,500 (1) A \$ 7.32  | 444,049   | D  |                                   |
| Common Stock                    | 08/02/2017                           |  | S                              | 37,500 (1) D \$ 17.68 (4)   | 406,549 (3)   | D  |                                   |

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

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(9-02)

**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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 7.32  | 08/01/2017                           |  | M                              | 37,500  | 03/20/2010 <sup>(5)</sup> 03/20/2019                     | Common Stock  | 37,500                     |
| Employee Stock Option (Right to Buy)       | \$ 7.32  | 08/02/2017                           |  | M                              | 37,500  | 03/20/2010 <sup>(5)</sup> 03/20/2019                     | Common Stock  | 37,500                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DONAHUE JAMES A<br>12367 CROSTHWAITE CIRCLE<br>POWAY, CA 92064 |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| Jeffrey D. Jones<br>(Attorney-in-Fact) | 08/03/2017 |
|--|------------|

\*\*Signature of Reporting Person                      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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 25, 2017 (the "Plan").

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(2) The shares with respect to this transaction were sold in multiple trades at prices ranging from \$17.73 to \$18.40; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) Number of shares includes 39,711 Restricted Stock Units (RSU) and 70,891 Deferred Stock Units (DSUs) 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 service to the Board and achievement of specified performance goals).

(4) The shares with respect to this transaction were sold in multiple trades at prices ranging from \$17.53 to \$18.11; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) The option vested in four equal installments beginning on March 20, 2010.

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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