COHU INC Form 4 March 08, 2016

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

January 31,

Expires: 2005
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0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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)

| 1. Name and Address of Reporting Person ** Muller Luis A | 2. Issuer Name <b>and</b> Ticker or Trading Symbol   | 5. Relationship of Reporting Person(s) to Issuer   |  |  |  |
|--|--|--|--|--|--|
| (Last) (First) (Middle)                                  | COHU INC [COHU]  3. Date of Earliest Transaction     | (Check all applicable)   |  |  |  |
| 12367 CROSTHWAITE CIRCLE                                 | (Month/Day/Year)<br>03/06/2016                       | Director 10% Owner Officer (give title Other (specification) below)  President & CEO   |  |  |  |
| (Street)   | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |
| POWAY, CA 92064 (City) (Stote) (7in)                     |  |  |  |  |  |

| (City)                               | (State) (Z                           | Zip) Table                        | I - Non-De               | rivative Secu                          | urities Acq    | quired, Disposed o                   | of, or Beneficial                | ly Owned                         |
|--------------------------------------|--------------------------------------|-----------------------------------|--------------------------|--|----------------|--------------------------------------|----------------------------------|----------------------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3.<br>Transactio<br>Code | 4. Securities nAcquired (A Disposed of | A) or          | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial |
| (IIIsu. <i>3)</i>                    |                                      | (Month/Day/Year)                  | (Instr. 8)               | (Instr. 3, 4 and 5)                    |                | Owned<br>Following<br>Reported       | Indirect (I) (Instr. 4)          | Ownership<br>(Instr. 4)          |
|                                      |                                      |                                   | Code V                   | C                                      | or<br>D) Price | Transaction(s) (Instr. 3 and 4)      |                                  |                                  |
| Common<br>Stock                      | 03/06/2016                           |                                   | F                        | 2,825 D                                | \$ 0           | 228,382 (2)                          | D                                |                                  |

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

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SEC 1474

(9-02)

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. Titl | le and   | 8. Price of | 9. Nu  |
|----|-----------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|---------|----------|-------------|--------|
| D  | erivative | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D | ate         | Amou    | ınt of   | Derivative  | Deriv  |
| S  | ecurity   | or Exercise |                     | any                | Code       | of         | (Month/Day/  | Year)       | Under   | lying    | Security    | Secui  |
| (I | nstr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e            |             | Secur   | ities    | (Instr. 5)  | Bene   |
|    |           | Derivative  |                     |                    |            | Securities | 3            |             | (Instr. | 3 and 4) |             | Owne   |
|    |           | Security    |                     |                    |            | Acquired   |              |             |         |          |             | Follo  |
|    |           | •           |                     |                    |            | (A) or     |              |             |         |          |             | Repo   |
|    |           |             |                     |                    |            | Disposed   |              |             |         |          |             | Trans  |
|    |           |             |                     |                    |            | of (D)     |              |             |         |          |             | (Instr |
|    |           |             |                     |                    |            | (Instr. 3, |              |             |         |          |             | `      |
|    |           |             |                     |                    |            | 4, and 5)  |              |             |         |          |             |        |
|    |           |             |                     |                    |            | , ,        |              |             |         |          |             |        |
|    |           |             |                     |                    |            |            |              |             |         | Amount   |             |        |
|    |           |             |                     |                    |            |            | Date         | Expiration  |         | or       |             |        |
|    |           |             |                     |                    |            |            | Exercisable  | Date        | Title I | Number   |             |        |
|    |           |             |                     |                    |            |            |              |             |         | of       |             |        |
|    |           |             |                     |                    | Code V     | (A) (D)    |              |             |         | Shares   |             |        |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Muller Luis A

12367 CROSTHWAITE CIRCLE President & CEO

POWAY, CA 92064

## **Signatures**

Jeffrey D. Jones (Attorney-in-Fact) 03/08/2016

\*\*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).
- (1) Represents shares that were automatically withheld upon vesting of restricted stock (RSUs) to cover tax obligations in a transaction exempt under Rule 16(b)-3.
- Number of shares includes 155,396 Restricted Stock Units (RSU) (excluding the impact of shares that will be withheld to cover tax 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 annual installments (assuming continued employment and achievement of specified performance goals)

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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