COHU INC Form 4 October 24, 2016

FORM 4

Section 16.

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BEN

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.

See Instruction
1(b).

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)

POWAY, CA 92064

1. Name and Address of Reporting Person * DONAHUE JAMES A

12367 CROSTHWAITE CIRCLE

2. Issuer Name **and** Ticker or Trading Symbol

COHU INC [COHU]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 10/21/2016

(Street) 4 If Amendment, Date Ori

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director _____ 10% Owner ____ Officer (give title __X__ Other (specify

below) below)

Chairman

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

(A) Reported
Transaction(s)
or (Instr. 3 and 4)

Code V Amount (D) Price (Instr. 3 and 4)

Common Stock 10/21/2016 A 316 (1) A \$ 0 408,953 (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)

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	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	8) Derivative			Securi	ities	(Instr. 5)	Bene
		Derivative				Securities			(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	Number		
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DONAHUE JAMES A 12367 CROSTHWAITE CIRCLE	X			Chairman				
POWAY, CA 92064								

Signatures

Jeffrey D. Jones (Attorney-in-Fact) 10/24/2016

**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).

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- Grant of Phantom Stock in the form of Deferred Stock Units (DSUs) for payment of dividends on vested and unsettled Deferred Stock (1) Units (DSUs). Each DSU is equal to one share of Cohu, Inc. Common Stock and will be settled through the issuance of common stock upon reporting person's specified deferral date (assuming continued service to the Board).
- Number of shares includes 127,832 Restricted Stock Units (RSU) and 57,229 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).

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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