

COHU INC  
Form 4  
May 20, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
SCHOLEFIELD COLIN P

(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)  
05/19/2008

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)  
Senior VP, Sales & Service

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 Indirect Beneficial Ownership (Instr. 4) |                       |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                       |   |
| Common Stock                    | 05/19/2008                           |  | M                              |   | \$ 20,000   | A  | 11.66   | 26,982 <sup>(1)</sup> | D |
| Common Stock                    | 05/19/2008                           |  | S                              |   | \$ 394  | D  | 17.22   | 26,588 <sup>(1)</sup> | D |
| Common Stock                    | 05/19/2008                           |  | S                              |   | \$ 300  | D  | 17.23   | 26,288 <sup>(1)</sup> | D |
| Common Stock                    | 05/19/2008                           |  | S                              |   | \$ 5,649  | D  | 17.38   | 20,639 <sup>(1)</sup> | D |
| Common Stock                    | 05/19/2008                           |  | S                              |   | \$ 1,228  | D  | 17.39   | 19,411 <sup>(1)</sup> | D |

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|              |            |   |       |   |          |                       |   |
|--------------|------------|---|-------|---|----------|-----------------------|---|
| Common Stock | 05/19/2008 | S | 6,206 | D | \$ 17.4  | 13,205 <sup>(1)</sup> | D |
| Common Stock | 05/19/2008 | S | 500   | D | \$ 17.41 | 12,705 <sup>(1)</sup> | D |
| Common Stock | 05/19/2008 | S | 600   | D | \$ 17.6  | 12,105 <sup>(1)</sup> | D |
| Common Stock | 05/19/2008 | S | 400   | D | \$ 17.61 | 11,705 <sup>(1)</sup> | D |
| Common Stock | 05/19/2008 | S | 3,890 | D | \$ 17.62 | 7,815 <sup>(1)</sup>  | D |
| Common Stock | 05/19/2008 | S | 100   | D | \$ 17.64 | 7,715 <sup>(1)</sup>  | D |
| Common Stock | 05/19/2008 | S | 200   | D | \$ 17.65 | 7,515 <sup>(1)</sup>  | D |
| Common Stock | 05/19/2008 | S | 33    | D | \$ 17.66 | 7,482 <sup>(1)</sup>  | D |
| Common Stock | 05/19/2008 | S | 500   | D | \$ 17.7  | 6,982 <sup>(1)</sup>  | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Employee Stock Option (Right to Buy)       | \$ 11.66   | 05/19/2008                           |  | M                              | 20,000  | <sup>(2)</sup>   | 10/14/2012  | Common Stock               | 20,000 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| SCHOLEFIELD COLIN P<br>12367 CROSTHWAITE CIRCLE<br>POWAY, CA 92064 |               |           | Senior VP, Sales & Service |       |

## Signatures

Jeffrey D. Jones  
(Attorney-in-Fact) 05/20/2008

\_\_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).  
 Number of shares includes 6,979 Restricted Stock Units (excluding the impact of shares that will be withheld to cover tax obligations)
  - (1) 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 three or four equal annual installments (assuming continued employment).
  - (2) The option vested in four equal installments beginning on 10/14/2002

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