

ALLEN JOHN H
Form 3
April 01, 2011

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

OMB APPROVAL

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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 and Ticker or Trading Symbol | |
| Â ALLEN JOHN H | | (Month/Day/Year) | COHU INC [COHU] | |
| (Last) | (First) | (Middle) | 03/25/2011 | |
| 12367 CROSTHWAITE CIRCLE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| POWAY,Â CAÂ 92064 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (State) | | | (give title below) | (specify below) |
| (Zip) | | | Vice President Administration | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 50,719 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|---------------------------|--------------------|-----------------|----------------------------------|----------|----------------------------------|---|
| Employee Stock Option (Right to Buy) | 10/26/2011 ⁽²⁾ | 10/26/2020 | Common Stock | 13,750 | \$ 13.77 | D | Â |
| Employee Stock Option (Right to Buy) | 03/20/2010 ⁽³⁾ | 03/20/2019 | Common Stock | 45,000 | \$ 7.32 | D | Â |
| Employee Stock Option (Right to Buy) | 08/17/2007 ⁽⁴⁾ | 08/17/2016 | Common Stock | 29,250 | \$ 16.4 | D | Â |
| Employee Stock Option (Right to Buy) | 01/16/2006 ⁽⁵⁾ | 01/16/2015 | Common Stock | 50,000 | \$ 16.89 | D | Â |
| Employee Stock Option (Right to Buy) | 04/19/2005 ⁽⁶⁾ | 04/19/2014 | Common Stock | 30,000 | \$ 17.5 | D | Â |
| Employee Stock Option (Right to Buy) | 01/28/2004 ⁽⁷⁾ | 01/28/2013 | Common Stock | 30,000 | \$ 14.27 | D | Â |
| Employee Stock Option (Right to Buy) | 01/23/2003 ⁽⁸⁾ | 01/23/2012 | Common Stock | 30,000 | \$ 18.2 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ALLEN JOHN H 12367 CROSTHWAITE CIRCLE POWAY, CA 92064 | Â | Â | Â Vice President Administration | Â |

Signatures

/s/ Jeffrey D. Jones
(Attorney-in-fact)

04/01/2011

**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).

- Includes 5,417 restricted stock units (RSUs) (including shares that will be withheld to cover tax obligations) that in the future will be
- (1) converted on a one-for-one basis into shares of Cohu, Inc. Common Stock, immediately upon vesting which is scheduled to occur in annual installments (assuming continued employment).
 - (2) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/26/2010.
 - (3) Exercisable as to 1/4 of the shares on the first four anniversary dates following 3/20/2009.
 - (4) Exercisable as to 1/4 of the shares on the first four anniversary dates following 8/17/2006.
 - (5) Exercisable as to 1/4 of the shares on the first four anniversary dates following 1/16/2005.
 - (6) Exercisable as to 1/4 of the shares on the first four anniversary dates following 4/19/2004.
 - (7) Exercisable as to 1/4 of the shares on the first four anniversary dates following 1/28/2003.
 - (8) Exercisable as to 1/4 of the shares on the first four anniversary dates following 1/23/2002.

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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.