CIARDELLA ROBERT L

Form 4

October 29, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * CIARDELLA ROBERT L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

COHU INC [COHU] 3. Date of Earliest Transaction

4. If Amendment, Date Original

(Check all applicable)

(First) 12367 CROSTHWAITE CIRCLE

(Street)

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

10/26/2012

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

below)

POWAY, CA 92064

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Stock

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

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

Common 10/26/2012

Code V Amount (D) Price 17.28 \$0 A

(1)

28,063.87 (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. | 5. | 6. Date Exercises Date Expiration Da | | 7. Title and | 8. Price of | 9. Nu Derix |
|--------------------------------------|--|--------------------------------------|------------------|---------------------------------|--|--------------------------------------|--------------------|---|--------------------------------------|--|
| Derivative Security (Instr. 3) | or Exercise Price of Derivative Security | (Monun Day/Year) | (Month/Day/Year) | Transacti Code (Instr. 8) | orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 5 | | Amount of Underlying Securities (Instr. 3 and 4) | Derivative Security (Instr. 5) | Deriv Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | , , | | Expiration Date | Title Amount or Number of | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| CIARDELLA ROBERT L 12367 CROSTHWAITE CIRCLE POWAY, CA 92064 | X | | | | | | |

Signatures

Jeffrey D. Jones, by Power of 10/29/2012 Attorney

Date

**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).
- Grant of Phantom Stock in the form of Deferred Stock Units (DSUs) for payment of dividends on DSUs. Each DSU is equal to one share (1) of Cohu, Inc. Common Stock and will be settled through the issuance of common stock upon the reporting person's termination of service as a director.
- Includes 7,500 Restricted Stock Units (RSUs) and 2,563.87 DSUs. Each RSU represents a contingent right to receive one share of Cohu, Inc. Common Stock upon vesting.

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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