

COHU INC  
Form 4  
May 21, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
05/20/2008

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 Ownership (Instr. 4)
				(A) or (D) Code V	Amount or Price		
Common Stock	05/20/2008		M	5,000	A \$ 11.66	11,982 <sup>(1)</sup>	D
Common Stock	05/20/2008		M	6,000	A \$ 12.07	17,982 <sup>(1)</sup>	D
Common Stock	05/20/2008		S	4,556	D \$ 16.9	13,426 <sup>(1)</sup>	D
Common Stock	05/20/2008		S	5,000	D \$ 17.15	8,426 <sup>(1)</sup>	D
Common Stock	05/20/2008		S	444	D \$ 17.2	7,982 <sup>(1)</sup>	D

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Common Stock      05/20/2008      S      1,000      D      \$ 17.21      6,982 <sup>(1)</sup>      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.07	05/20/2008		M	6,000	<sup>(2)</sup> 03/10/2009	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 11.66	05/20/2008		M	5,000	<sup>(3)</sup> 10/14/2012	Common Stock	5,000

## Reporting Owners

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

## Signatures

Jeffrey D. Jones  
(Attorney-in-Fact)      05/21/2008

\_\_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 annual installments beginning 3/10/2000.
- (3) The option vested in four equal annual installments beginning 10/14/2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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