

DONAHUE JAMES A  
Form 4  
October 04, 2017

**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 \*  
DONAHUE JAMES A

2. Issuer Name and Ticker or Trading Symbol  
COHU INC [COHU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
12367 CROSTHWAITE CIRCLE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/02/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

POWAY, CA 92064

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 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)
			Code	V	Amount or Price		
Common Stock	10/02/2017		M		17,000 (1)	A	\$ 7.32 423,549 D
Common Stock	10/02/2017		S		17,000 (1)	D	\$ 23.87 406,549 (3) (2) D
Common Stock	10/02/2017		M		20,500 (1)	A	\$ 13.77 427,049 D
Common Stock	10/02/2017		S		20,500 (1)	D	\$ 23.84 406,549 (3) (4) D
Common	10/03/2017		M		37,500	A	\$ 444,049 D

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Stock			<u>(1)</u>		13.77	
Common Stock	10/03/2017	S	37,500 <u>(1)</u>	D	\$ 23.84 406,549 <u>(3)</u>	D
					<u>(5)</u>	

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.32	10/02/2017		M	17,000	03/20/2010 <sup>(6)</sup>	03/20/2019	Common Stock	17,000
Employee Stock Option (Right to Buy)	\$ 13.77	10/02/2017		M	20,500	10/26/2011 <sup>(7)</sup>	10/26/2020	Common Stock	20,500
Employee Stock	\$ 13.77	10/03/2017		M	37,500	10/26/2011 <sup>(7)</sup>	10/26/2020	Common Stock	37,500

## Reporting Owners

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

## Signatures

Jeffrey D. Jones, by Power of  
Attorney

10/04/2017

\_\_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).
- (1) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 25, 2017 (the "Plan").  
The shares with respect to this transaction were sold in multiple trades at prices ranging from \$23.74 to \$23.96; The price reported above  
(2) reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.  
Number of shares includes 39,711 Restricted Stock Units (RSU) and 70,891 Deferred Stock Units (DSUs) previously reported that in the  
(3) 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).  
The shares with respect to this transaction were sold in multiple trades at prices ranging from \$23.78 to \$24.00; The price reported above  
(4) reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.  
The shares with respect to this transaction were sold in multiple trades at prices ranging from \$23.37 to \$24.33; The price reported above  
(5) reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.  
(6) The option vested in four equal installments beginning on March 20, 2010.  
(7) The option vested in four equal installments beginning on October 26, 2011.

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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