

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-10**
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REPORTING OWNER

KABBANI SAMER

CIK: [1544172](#)

Type: **4** | Act: **34** | File No.: [001-04298](#) | Film No.: **13528513**

Mailing Address
*12367 CROSTHWAITE
CIRCLE
POWAY CA 92064*

ISSUER

COHU INC

CIK: [21535](#) | IRS No.: **951934119** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3825** Instruments for meas & testing of electricity & elec signals

Mailing Address
*12367 CROSTHWAITE
CIRCLE
POWAY CA 92064-6817*

Business Address
*12367 CROSTHWAITE
CIRCLE
POWAY CA 92064-6817
858-848-8100*

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person KABBANI SAMER			2. Issuer Name and Ticker or Trading Symbol COHU INC [COHU]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) VP Engineering		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2013					
12367 CROSTHWAITE CIRCLE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street)								
POWAY, CA 92064								
(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	(A) or (D)			
Common Stock	01/10/2013		<u>F</u>		1,006 ⁽¹⁾	D	\$10.56	50,880 ⁽²⁾	D

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents shares that were automatically withheld from shares issued upon vesting of Restricted Stock Units (RSUs) to cover tax obligations in a transaction exempt under Rule 16(b)-3.
- Number of shares includes 20,589 Restricted Stock Units (RSUs) (excluding the impact of shares that will be withheld to cover tax obligations) 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 annual installments (assuming continued employment). Number of shares also includes 8,979 performance shares (restricted stock units) previously reported that will be converted on a one-for-one basis into shares of Cohu, Inc. Common Stock upon vesting. These performance shares will vest only after achievement of specified performance goals and the actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on achievement of specified performance goals. Provided such goals are achieved, vesting is scheduled to occur in annual installments (assuming continued employment).

Signatures

Jeffrey D. Jones, as Attorney in Fact

** Signature of Reporting Person

01/14/2013

Date

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

* 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).

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

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 Number.