

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 CA Â 92064			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			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 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.
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