

COHU INC
Form SC 13G/A
January 25, 2007

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 8)***

Cohu, Inc.
(Name of Issuer)
Common Stock, \$1.00 Par Value
(Title of Class of Securities)
001751-19257610
(CUSIP Number)
December 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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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CUSIP No. 001751-19257610

NAMES OF REPORTING PERSONS:

1

Nicholas J. Cedrone

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Nicholas J. Cedrone

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

United States

SOLE VOTING POWER:

5

NUMBER OF 1,286,138

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **6**

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON **7**

1,286,138

SHARED DISPOSITIVE POWER:

WITH: **8**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

1,286,138

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.67%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

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Item 8 Identification and Classification of Members of the Group

Item 9 Notice of Dissolution of Group

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SIGNATURE

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Item 1(a)

Name of Issuer:
Cohu, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
12367 Crosthwaite Circle, Poway, CA 92064

Item 2(a) Name of Person Filing:
Nicholas J. Cedrone

Item 2(b) Address of Principal Business Office or, if None, Residence:
One Monarch Drive, Littleton, MA 01460

Item 2(c) Citizenship:
United States

Item 2(d) Title of Class of Securities:
Common Stock, \$1.00 par value

Item 2(e) CUSIP Number:
001751-19257610

Item 3 **if this statement is filed pursuant to Rule 13d-1(c),
check this box**

Item 4 **Ownership**

The aggregate number and percentage of the class of securities of the issuer identified in Item 1 owned by Mr. Cedrone on December 31, 2006 was as follows:

- (a) Amount beneficially owned: 1,286,138 .
 - (b) Percent of class: 5.67%.
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 1,286,138 .
 - (ii) Shared power to vote or to direct the vote _____.
 - (iii) Sole power to dispose or to direct the disposition of 1,286,138 .
 - (iv) Shared power to dispose or to direct the disposition of _____.
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Item 5 Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8 Identification and Classification of Members of the Group

Not Applicable.

Item 9 Notice of Dissolution of Group

Not Applicable.

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 23, 2007

(Date)

/s/ Nicholas J. Cedrone

(Signature)

Nicholas J. Cedrone