Walsh James P Form 3 November 01, 2007

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement COHU INC [COHU] Walsh James P (Month/Day/Year) 10/23/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 12367 CROSTHWAITE (Check all applicable) **CIRCLE** (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting **VP** Manufacturing Person POWAY, CAÂ 92064 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â 3,152 (1) Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	y Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Derivative Security	Security: Direct (D)	

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	06/15/2005(2)	06/15/2014	Common Stock	7,500	\$ 17.3	D	Â
Employee Stock Option (Right to Buy)	10/27/2005(3)	10/27/2014	Common Stock	5,000	\$ 15.04	D	Â
Employee Stock Option (Right to Buy)	08/17/2007(4)	08/17/2016	Common Stock	8,750	\$ 16.4	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Walsh James P 12367 CROSTHWAITE CIRCLE POWAY, CA 92064	Â	Â	VP Manufacturing	Â	

Date

## **Signatures**

Thomas L. Green (Attorney-in-Fact) 10/31/2007

\*\*Signature of Reporting Person

#### **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 2,812 restricted stock units (RSUs) (excluding 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 vesting is scheduled to occur in three equal annual installments (assuming continued employment) from August 17, 2008 to August 17, 2010.
- (2) Exercisable as to 1/4 of the shares on the first four anniversary dates following 06/15/2004.
- (3) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/27/2004.
- (4) Exercisable as to 1/4 of the shares on the first four anniversary dates following 08/17/2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2