

COHU INC
Form 5
February 08, 2016

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Funke Karl H

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

12367 CROSTHWAITE CIRCLE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/26/2015

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	08/05/2015	Â	P4	4,000 A \$ 9.56	15,800 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially 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.

SEC 2270 (9-02)

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Funke Karl H 12367 CROSTHWAITE CIRCLE POWAY, CA 92064	X			

Signatures

/s/ Jeffrey D. Jones
(Attorney-in-Fact) 02/08/2016

**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) Includes (i) 3,300 Restricted Stock Units (RSUs) 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 is scheduled to occur in annual installments (assuming continued service to the Board); and (ii) 7,500 RSUs previously reported that will vest on the earlier to occur of (a) the one-year anniversary of the May 12, 2015 grant date or (b) the 2016 Cohu, Inc. Annual Meeting of Stockholders (assuming continued service to the Board).
- Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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- (1) This option was granted under the issuer's 2003 Performance Incentive Plan and vests in an initial installment of 6,666 shares on March 7, 2007 and two equal installments of 6,667 shares on March 7, 2008 and on March 7, 2009.
- (2) The restricted stock units were granted under the issuer's 2003 Performance Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (3) This grant will vest and be paid on December 31, 2008. If certain pre-determined performance measures are achieved for the one-year period ending on December 31, 2006, up to an additional 6,667 shares will vest and be issued to the reporting person promptly following

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determination that the applicable performance goals have been met, and up to an additional 6,667 shares will vest and be issued on December 31, 2007.

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