

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

**Table of Contents**

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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.**

**Table of Contents**

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

**TABLE OF CONTENTS**

Item 4 Ownership

Item 5 Ownership of Five Percent or Less of a Class

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

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

Item 8 Identification and Classification of Members of the Group

Item 9 Notice of Dissolution of Group

Item 10 Certification

SIGNATURE

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**Table of Contents**

**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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**Table of Contents**

**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