ALLEN JOHN H Form 3 April 01, 2011

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement COHU INC [COHU] ALLEN JOHN H (Month/Day/Year) 03/25/2011 (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 Vice President Administration Person POWAY, CAÂ 92064 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â 50,719 (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

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

currently valid OMB control number.

Security Expiration	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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Derivative Security	Security: Direct (D)	(Ilisu. 3)

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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				
treporting of their state of state of	Director	10% Owner	Officer	Other	
ALLEN JOHN H 12367 CROSTHWAITE CIRCLE POWAY, CA 92064	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.

Reporting Owners 2

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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. 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.