Lightner Thomas G Form 4 January 31, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

| 1. Name and Address of Lightner Thomas C | | 2. Issuer Name and Ticker or Trading Symbol COHU INC [COHU] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---------------|--|--|--|--|--|
| (Last) (Fin | rst) (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 12367 CROSTHW | AITE CIRCLE | (Month/Day/Year) 01/31/2013 | Director 10% Owner _X Officer (give title Other (specify below) VP Operations, Delta Design | | | |
| (Str | reet) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| POWAY, CA 92064 | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (St | ota) (Zin) | | | | | |

| (City) | (State) | (Zip) | Table I - Non-l | Derivative Securities Acq | uired, Disposed | of, or Beneficiall | y Owned |
|------------|---------------------|------------|-----------------|---------------------------|-----------------|--------------------|-----------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | 5. Amount of | 6. Ownership | 7. Nature |

| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties A | cquired | 5. Amount of | 6. Ownership | 7. Nature of |
|------------|---------------------|--------------------|------------|-------------|--------|----------|------------------|--------------|--------------|
| Security | (Month/Day/Year) | Execution Date, if | Transactio | on(A) or Di | ispose | d of (D) | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, | 4 and | 5) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | C-1- V | A 4 | or | D.:: | (Instr. 3 and 4) | | |
| | | | Code V | Amount | (D) | Price | | | |
| Common | 01/01/0010 | | | 1,724 | _ | \$ | 26.106(2) | D | |

01/31/2013 F D $26,196 \frac{(2)}{2}$ D (1) 10.48 Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|-------------|--------------|-------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | Ì |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | Exercisable | Date | Title | Number | | | |
| | | | | | | 2 | 2 | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships **Reporting Owner Name / Address**

> Director 10% Owner Officer Other

Lightner Thomas G 12367 CROSTHWAITE CIRCLE POWAY, CA 92064

VP Operations, Delta Design

Signatures

Jeffrey D. Jones, as Attorney 01/31/2013 in Fact

**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).
- Represents shares that were automatically withheld from shares issued upon vesting of Restricted Stock Units (RSUs) to cover tax **(1)** obligations in a transaction exempt under Rule 16(b)-3.
- Number of shares includes 14,374 Restricted Stock Units (RSU) (excluding the impact of shares that will be withheld to cover tax (2) obligations) 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 vesting is scheduled to occur in annual installments (assuming continued employment).

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.

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