

Giarre Lorenzo  
Form 3  
March 29, 2013

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Giarre Lorenzo                          |         | (Month/Day/Year)                     | COHU INC [COHU]                                    |  |
| (Last)                                    | (First) | (Middle)                             | 03/26/2013   |  |
| 12367 CROSTHWAITE CIRCLE                  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                             |  |
| POWAY,Â CAÂ 92064                         |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (City)                                    |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (State)                                   |         |                                      | (give title below)                                 | (specify below)  |
| (Zip)                                     |         |                                      | President, Ismeca                                  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 35,000 <sup>(1)</sup>                                 | D  | Â   |

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

SEC 1473 (7-02)

**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) | 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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Title   |  |  |   |

Edgar Filing: Giarre Lorenzo - Form 3

|                                      | Expiration Date                      | Amount or Number of Shares   | or Indirect (I) (Instr. 5) |
|--------------------------------------|--------------------------------------|------------------------------|----------------------------|
| Employee Stock Option (Right to Buy) | 01/22/2014 <sup>(2)</sup> 01/22/2023 | Common Stock 43,750 \$ 10.68 | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| Giarre Lorenzo<br>12367 CROSTHWAITE CIRCLE<br>POWAY, CA 92064 | Â             | Â         | Â President, Ismecca | Â     |

## Signatures

/s/ Jeffrey D. Jones  
(Attorney-in-Fact) 03/29/2013

\_\_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).
- Number of shares include (i) 17,500 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 four annual installments beginning January 22, 2014 (assuming continued employment through each vest date) and
- (1) (ii) 17,500 Performance Share Units (PSUs) (including shares that will be withheld to cover tax obligations) that may be increased to 35,000 at the discretion of management and that will be converted on a one-for-one basis into shares of Cohu, Inc. common stock upon vesting. These PSUs will vest only after the achievement of specified performance goals. Provided such goals are achieved, vesting is scheduled to occur no earlier than three annual installments beginning January 22, 2014 (subject to continued employment through each vest date).
  - (2) Exercisable as to 1/4 of the shares on the first four anniversary dates following 1/22/2013.

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.