

COHU INC
Form 4/A
May 20, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHOLEFIELD COLIN P

(Last) (First) (Middle)
12367 CROSTHWAITE CIRCLE
(Street)

POWAY, CA 92064

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
05/20/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP, Sales & Service

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/16/2008		M	V	29,756 \$ 15.04	D	
Common Stock	05/16/2008		S		1,500 \$ 17.17	D	
Common Stock	05/16/2008		S		2,815 \$ 17.21	D	
Common Stock	05/16/2008		S		1,240 \$ 17.24	D	
Common Stock	05/16/2008		S		400 \$ 17.25	D	

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Common Stock	05/16/2008	S	100	D	\$ 17.26	30,683 ⁽¹⁾	D
Common Stock	05/16/2008	S	1,200	D	\$ 17.27	29,483 ⁽¹⁾	D
Common Stock	05/16/2008	S	75	D	\$ 17.3	29,408 ⁽¹⁾	D
Common Stock	05/16/2008	S	1,501	D	\$ 17.31	27,907 ⁽¹⁾	D
Common Stock	05/16/2008	S	400	D	\$ 17.32	27,507 ⁽¹⁾	D
Common Stock	05/16/2008	S	400	D	\$ 17.33	27,107 ⁽¹⁾	D
Common Stock	05/16/2008	S	600	D	\$ 17.34	26,507 ⁽¹⁾	D
Common Stock	05/16/2008	S	235	D	\$ 17.35	26,272 ⁽¹⁾	D
Common Stock	05/16/2008	S	100	D	\$ 17.36	26,172 ⁽¹⁾	D
Common Stock	05/16/2008	S	15,165	D	\$ 17.4	11,007 ⁽¹⁾	D
Common Stock	05/16/2008	S	1,300	D	\$ 17.41	9,707 ⁽¹⁾	D
Common Stock	05/16/2008	S	925	D	\$ 17.42	8,782 ⁽¹⁾	D
Common Stock	05/16/2008	S	1,800	D	\$ 17.44	6,982 ⁽¹⁾	D

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

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SEC 1474
(9-02)

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

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)
				Code	V (A) (D)		Title

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	Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14.68	05/16/2008	M	20,000	<u>(2)</u>	10/02/2011	Common Stock	20,000 <u>(3)</u>
Employee Stock Option (Right to Buy)	\$ 15.04	05/16/2008	M	9,756	<u>(4)</u>	10/27/2014	Common Stock	9,756 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOLEFIELD COLIN P 12367 CROSTHWAITE CIRCLE POWAY, CA 92064			Senior VP, Sales & Service	

Signatures

Jeffrey D. Jones
(Attorney-in-Fact) 05/19/2008

**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).
- Number of shares includes 6,979 Restricted Stock Units (excluding the impact of shares that will be withheld to cover tax obligations)
- (1) 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 three or four equal annual installments (assuming continued employment).
 - (2) The option vested in four equal installments beginning on 10/2/2002
 - (3) This amended form 4 is filed to add the number of shares in Column 7, Table II.
 - (4) The option vested in four equal installments beginning on 10/27/2005

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.