Muller Luis A Form 4 January 10, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

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

Washington, D.C. 20549

January 31, Expires: 2005

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 Reporting Person * Muller Luis A			2. Issuer Name and Ticker or Trading Symbol COHU INC [COHU]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
12367 CROSTHWAITE CIRCLE (Street) POWAY, CA 92064			(Month/Day/Year) 01/10/2011	Director 10% Owner _X_ Officer (give title Other (specify below) President, Delta Design, Inc.		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
			Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Form filed by More than One			
				Person		

POWAY, CA 9206	4
----------------	---

	(City)	(State) (Z	Table	I - Non-De	rivative Se	curitie	s Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
	(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial	
			(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4) Amount	(A) or	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
	Common Stock							13,511 <u>(1)</u>	D		
	Restricted Stock Units	01/10/2011		A	10,416	A	\$0	10,416	D		

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.

Edgar Filing: Muller Luis A - Form 4

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) A) d of		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 15.85	01/10/2011		A	28,750	01/10/2012(3)	01/10/2021	Common Stock	28,7

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Muller Luis A 12367 CROSTHWAITE CIRCLE POWAY, CA 92064

President, Delta Design, Inc.

Signatures

Jeffrey D. Jones (Attorney-in-fact) 01/10/2011

**Signature of Reporting Person Da

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 9,562 Restricted Stock Units (RSU) (excluding the impact of shares that will be withheld to cover tax
- (1) 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).
- (2) Each restricted stock unit (RSU) represents a contingent right to receive one share of Cohu, Inc. Common Stock upon vesting. The RSU vests in four equal annual installments beginning January 10, 2012.
- (3) The option vests in four equal installments beginning on January 10, 2012 (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.

Reporting Owners 2