COHU INC Form 4 March 23, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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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)

Stock Units (4)

See Instruction

1. Name and Address of Reporting Person * ALLEN JOHN H		Symbol	2. Issuer Name and Ticker or Trading Symbol COHU INC [COHU]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mic		3. Date of Earliest Transaction				(Check all applicable)			
12367 CROST	(Month/Day	(Month/Day/Year) 03/22/2017				Director 10% Owner Softicer (give title Other (specify below) Urice President Administration				
	(Street)	4. If Amend Filed(Month)	· ·	Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
POWAY, CA	92064					i	Form filed by M Person	Iore than One Rep	porting	
(City)	(State) (Z	ip) Table l	- Non-Deri	ivative Sec	curitie	s Acqu	ired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code	4. SecurionAcquired Disposed (Instr. 3,	(A) or (A) or))	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)	
Common Stock	03/22/2017		F	1,167 (1)	D	\$0	130,515 (2)	D		
Restricted Stock Units (3)	03/22/2017		A	5,698	A	\$ 0	5,698	D		
Performance Stock Units (4)	03/22/2017		A	5,698	A	\$0	5,698	D		

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	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)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALLEN JOHN H 12367 CROSTHWAITE CIRCLE POWAY, CA 92064

Vice President Administration

Signatures

Jeffrey D. Jones (Attorney-in-Fact)

03/23/2017

**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).
- (1) Represents shares that were automatically withheld upon vesting of restricted stock (RSUs) to cover tax obligations in a transaction exempt under Rule 16(b)-3.
- Number of shares includes 54,401 Restricted Stock Units (RSU)(excluding the impact of shares that will be withheld to cover tax 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 and achievement of specified performance goals).
- (3) Each restricted stock unit (RSU) represents a contingent right to receive one share of Cohu, Inc. Common Stock upon vesting. Of these RSUs 5,698 vest in four equal annual installments beginning March 22, 2018 (assuming continued employment).
 - Represents performance units (restricted stock units) that will be converted on a one-for-one basis into shares of Cohu, Inc. common stock upon vesting. These performance units will vest only after the achievement of specified performance goals (total shareholder
- (4) return). Provided such goals are achieved, vesting is scheduled to occur in full on the third anniversary of the date of grant (March 22,2020) (subject to continued employment through vest date). The number of shares shown is the target award level. The actual number of shares that may vest ranges from 25% to 200% of the target amount, depending on achievement of specified performance goals.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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