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Form 4	JAMES A										
August 03, 2	2017										
FORM 4 UNITED STATES SECURITIES AN					ND EX(ND EXCHANGE COMMISSION				OMB APPROVAL	
Ch a shadh				shington,					Number:	3235-0287	
Check th if no lon; subject to Section 1 Form 4 c Form 5	ger o STATEM 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Expires: January 31 2005 Estimated average burden hours per response 0.5	
obligatio may com <i>See</i> Instr 1(b).	tinue. uction	a) of the l	Public U		ding Com	ipany	Act of	1935 or Section	I		
(Print or Type]	Kesponses)										
DONAHUE JAMES A Symbol				suer Name and Ticker or Trading bl U INC [COHU]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	/iddle)		f Earliest Tr	-			(Check	all applicable)	
				nth/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify below) below)			
POWAY, C	(Street)			endment, Da hth/Day/Year	-			6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Per	rson	
		(7)						Person			
(City)		(Zip)		e I - Non-D			-	iired, Disposed of , 5. Amount of	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/01/2017			Code V M	Amount 37,500 (1)	(D) A	Price \$ 7.32	(Instr. 3 and 4) 444,049	D		
Common Stock	08/01/2017			S	37,500 (1)	D	\$ 18.05 (2)	406,549 <u>(3)</u>	D		
Common Stock	08/02/2017			М	37,500 (1)	А	\$ 7.32	444,049	D		
Common Stock	08/02/2017			S	37,500 (1)	D	\$ 17.68 (4)	406,549 <u>(3)</u>	D		

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

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date	b. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
Employee Stock Option (Right to Buy)	\$ 7.32	08/01/2017		М	37,500	03/20/2010 <u>(5)</u>	03/20/2019	Common Stock	37,5	
Employee Stock Option (Right to Buy)	\$ 7.32	08/02/2017		М	37,500	03/20/2010 <u>(5)</u>	03/20/2019	Common Stock	37,5	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
DONAHUE JAMES A 12367 CROSTHWAITE CIRCLE POWAY, CA 92064	Х						
Signatures							
Jeffrey D. Jones (Attorney-in-Fact)	08/03/2017						
**Signature of Reporting Person	I	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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 25, 2017 (the "Plan").

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The shares with respect to this transaction were sold in multiple trades at prices ranging from \$17.73 to \$18.40; The price reported above (2) reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange

2) reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Number of shares includes 39,711 Restricted Stock Units (RSU) and 70,891 Deferred Stock Units (DSUs) previously reported that in the

(3) 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 service to the Board and achievement of specified performance goals).

The shares with respect to this transaction were sold in multiple trades at prices ranging from \$17.53 to \$18.11; The price reported above(4) reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) The option vested in four equal installments beginning on March 20, 2010.

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.