

DONAHUE JAMES A

Form 4

August 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DONAHUE JAMES A2. Issuer Name and Ticker or Trading Symbol
COHU INC [COHU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

12367 CROSTHWAITE CIRCLE

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2017☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

POWAY, CA 92064

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/01/2017 | | M | Amount (1) 37,500 (A) or (D) A Price \$ 7.32 | 444,049 | D | |
| Common Stock | 08/01/2017 | | S | Amount (1) 37,500 (A) or (D) D Price \$ 18.05 (2) | 406,549 (3) | D | |
| Common Stock | 08/02/2017 | | M | Amount (1) 37,500 (A) or (D) A Price \$ 7.32 | 444,049 | D | |
| Common Stock | 08/02/2017 | | S | Amount (1) 37,500 (A) or (D) D Price \$ 17.68 (4) | 406,549 (3) | D | |

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

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(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 Underlying Securities (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|--|--|-----|--|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 7.32 | 08/01/2017 | | M | | 37,500 | | 03/20/2010 ⁽⁵⁾ | 03/20/2019 | Common Stock | 37,500 |
| Employee Stock Option (Right to Buy) | \$ 7.32 | 08/02/2017 | | M | | 37,500 | | 03/20/2010 ⁽⁵⁾ | 03/20/2019 | Common Stock | 37,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| DONAHUE JAMES A 12367 CROSTHWAITE CIRCLE POWAY, CA 92064 | X |

Signatures

Jeffrey D. Jones
(Attorney-in-Fact) 08/03/2017

__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) 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 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.

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