Edgar Filing: COHU INC - Form 4

COHU INC

Form 4											
February 28,											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB OMB Number:	PROVAL 3235-0287		
Check thi if no long subject to Section 1 Form 4 of	CHANGES IN BENEFICIAL OWNERSHIP SECURITIES					NERSHIP OF	Expires: January 2 20 Estimated average burden hours per response				
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 17(a	a) of the H	Public U		ding Com	ipany	Act of	e Act of 1934, 1935 or Section 0		0.5	
(Print or Type F	Responses)										
BARNES JAMES W Symbol				r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
				HU INC [COHU]				(Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/D 12367 CROSTHWAITE CIRCLE 02/27/2							Officer (give t	e title 10% Owner Other (specify below)			
			endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative S	Securi	ties Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common stock	02/27/2006			Code V S	Amount 40,000	(D)	Price \$ 21.46 (1)	(Instr. 3 and 4) 310,819	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	;	ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BARNES JAMES W 12367 CROSTHWAITE CIRCLE POWAY, CA 92064	Х						
Signatures							
John H. Allen (Attorney-in-fact)	02/28/	2006					
<u>**</u> 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) Consists of multiple sales transactions at sale pricing ranging from \$21.45 to \$21.48

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.