COHU INC Form 4 May 30, 2008

FORM 4

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

OMB Number:

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

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

Expires: 2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

Form 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).

Common

Stock

05/28/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHOLEFIELD COLIN P			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			COHU INC [COHU]				(Check all applicable)			
(Last)	(First) (Middle) 3.	Date of	Earliest Tr	ansaction					
		(N	Month/D	ay/Year)			Director	10%	Owner	
12367 CROSTHWAITE CIRCLE			05/28/2008				_X_ Officer (give title Other (specify below)			
							Senior \	VP, Sales & Serv	vice	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	Fi	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
POWAY, CA 92064							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	e 2A. Deemed	i	3.	4. Securi	ties Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution D	Date, if	Transactio	on(A) or Di	sposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(Instr. 3,	4 and 5)	Beneficially	(D) or	Beneficial	
		(Month/Day	/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported			
						or	Transaction(s)			
				Code V	Amount		(Instr. 3 and 4)			

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.

D

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

Code V Amount (D)

F

359 (1) D

Price

17.01

998

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHOLEFIELD COLIN P 12367 CROSTHWAITE CIRCLE POWAY, CA 92064

Senior VP, Sales & Service

Signatures

Jeffrey D. Jones (Attorney-in-Fact) 05/30/2008

**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 from shares issued upon vesting of Restricted Stock Units (RSUs) to cover tax obligations in a transaction exempt under Rule 16(b)-3.

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.

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