

COHU INC  
Form 3/A  
July 25, 2005

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â McFarlane James G	(Month/Day/Year)	COHU INC [COHU]
(Last) (First) (Middle)	03/11/2005	
12367 CROSTHWAITE CIRCLE		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President
POWAY, Â CA Â 92064		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		07/25/2005
		6. Individual or Joint/Group Filing(Check Applicable Line)
		<input checked="" type="checkbox"/> Form filed by One Reporting Person
		<input type="checkbox"/> Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Cohu, Inc. Common Stock	16,558	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	12/15/1999 <sup>(1)</sup>	12/15/2008	Common Stock	10,000	\$ 10.82	D    Â
Employee Stock Option (Right to Buy)	03/10/2000 <sup>(2)</sup>	03/10/2009	Common Stock	20,000	\$ 12.07	D    Â
Employee Stock Option (Right to Buy)	10/20/2001 <sup>(3)</sup>	10/20/2010	Common Stock	30,000	\$ 13.88	D    Â
Employee Stock Option (Right to Buy)	10/02/2002 <sup>(4)</sup>	10/02/2011	Common Stock	20,000	\$ 14.68	D    Â
Employee Stock Option (Right to Buy)	10/14/2003 <sup>(5)</sup>	10/14/2012	Common Stock	20,000	\$ 11.66	D    Â
Employee Stock Option (Right to Buy)	12/11/2004 <sup>(6)</sup>	12/11/2013	Common Stock	15,000	\$ 18.35	D    Â
Employee Stock Option (Right to Buy)	10/27/2005 <sup>(7)</sup>	10/27/2014	Common Stock	15,000	\$ 15.04	D    Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McFarlane James G 12367 CROSTHWAITE CIRCLE POWAY, CA 92064	Â	Â	Â Senior Vice President	Â

## Signatures

/s/ John H. Allen  
(Attorney-in-Fact)

07/25/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Exercisable as to 1/4 of the shares on the first four anniversary dates following 12/15/1998.
- (2) Exercisable as to 1/4 of the shares on the first four anniversary dates following 03/10/1999.
- (3) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/20/2000.
- (4) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/02/2001.
- (5) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/14/2002.
- (6) Exercisable as to 1/4 of the shares on the first four anniversary dates following 12/11/2003.
- (7) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/27/2004.

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Remarks:

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This amendment is being filed to attach the Power of Attorney.

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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