

McFarlane James G  
Form 4  
March 28, 2013

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McFarlane James G

(Last) (First) (Middle)

12367 CROSTHWAITE CIRCLE

(Street)

POWAY, CA 92064

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
COHU INC [COHU]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/26/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

President, Delta Kit Operation

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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				(A) or (D)	Price		
			Code	V	Amount		
						49,208 <sup>(1)</sup>	D
Restricted Stock Units <sup>(2)</sup>	03/26/2013		A		12,005	A \$ 0	12,005 D
Performance Stock Units <sup>(3)</sup>	03/26/2013		A		8,778	A \$ 0	8,778 D

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

number.

**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)
Employee Stock Option (Right to Buy)	\$ 9.44	03/26/2013		A	22,940	03/26/2014 <sup>(4)</sup> 03/26/2023	Common Stock 22,9

## Reporting Owners

Reporting Owner Name / Address	Relationships
McFarlane James G 12367 CROSTHWAITE CIRCLE POWAY, CA 92064	Director 10% Owner Officer Other President, Delta Kit Operation

## Signatures

Jeffrey D. Jones  
(Attorney-in-Fact) 03/28/2013

\_\_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).

- Number of shares includes 18,473 Restricted Stock Units (RSU) (excluding the impact of shares that will be withheld to cover tax obligations) previously reported that in the 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 employment).
- (1) Each restricted stock unit (RSU) represents a contingent right to receive one share of Cohu, Inc. Common Stock upon vesting. The RSU vests in four equal annual installments beginning March 26, 2014 (assuming continued employment).
- Represents performance shares (restricted stock units) that will be converted on a one-for-one basis into shares of Cohu, Inc. common stock upon vesting. These performance shares will vest only after the achievement of specified performance goals. Provided such goals are achieved, vesting is scheduled to occur no earlier than three equal annual installments beginning March 26, 2014 (subject to continued employment through each vest date). The number of shares shown is the target award level. The actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on achievement of specified performance goals.
- (3) The option vests in four equal installments beginning on March 26, 2014 (assuming continued employment).

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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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