

Giarre Lorenzo
Form 3
March 29, 2013

FORM 3

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

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

**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 *

Â Giarre Lorenzo

(Last) (First) (Middle)

12367 CROSTHWAITE
CIRCLE

(Street)

POWAY,Â CAÂ 92064

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/26/2013

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

President, Ismeca

5. If Amendment, Date Original
Filed(Month/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

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)

Common Stock

35,000 ⁽¹⁾

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)

Date Exercisable

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option (Right to Buy)	01/22/2014 ⁽²⁾ 01/22/2023	Common Stock 43,750 \$ 10.68	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Giarre Lorenzo 12367 CROSTHWAITE CIRCLE POWAY, CA 92064	Â	Â	Â President, Ismeca	Â

Signatures

/s/ Jeffrey D. Jones
(Attorney-in-Fact) 03/29/2013

__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).

- Number of shares include (i) 17,500 Restricted Stock Units (RSUs) (including shares that will be withheld to cover tax obligations) that in the future will be converted on a one-for-one basis into shares of Cohu, Inc. common stock, immediately upon vesting which is scheduled to occur in four annual installments beginning January 22, 2014 (assuming continued employment through each vest date) and
- (1) (ii) 17,500 Performance Share Units (PSUs) (including shares that will be withheld to cover tax obligations) that may be increased to 35,000 at the discretion of management and that will be converted on a one-for-one basis into shares of Cohu, Inc. common stock upon vesting. These PSUs will vest only after the achievement of specified performance goals. Provided such goals are achieved, vesting is scheduled to occur no earlier than three annual installments beginning January 22, 2014 (subject to continued employment through each vest date).
- (2) Exercisable as to 1/4 of the shares on the first four anniversary dates following 1/22/2013.

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.