

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	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	07/25/2005
POWAY,Â CAÂ 92064			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior Vice President	

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)

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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 ⁽¹⁾ 12/15/2008	Common Stock 10,000 \$ 10.82	D Â
Employee Stock Option (Right to Buy)	03/10/2000 ⁽²⁾ 03/10/2009	Common Stock 20,000 \$ 12.07	D Â
Employee Stock Option (Right to Buy)	10/20/2001 ⁽³⁾ 10/20/2010	Common Stock 30,000 \$ 13.88	D Â
Employee Stock Option (Right to Buy)	10/02/2002 ⁽⁴⁾ 10/02/2011	Common Stock 20,000 \$ 14.68	D Â
Employee Stock Option (Right to Buy)	10/14/2003 ⁽⁵⁾ 10/14/2012	Common Stock 20,000 \$ 11.66	D Â
Employee Stock Option (Right to Buy)	12/11/2004 ⁽⁶⁾ 12/11/2013	Common Stock 15,000 \$ 18.35	D Â
Employee Stock Option (Right to Buy)	10/27/2005 ⁽⁷⁾ 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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