COHU INC Form 4 March 24, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

See Instruction

1. Name and Address of Reporting Person * von Fellenberg IAN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

COHU INC [COHU]

3. Date of Earliest Transaction

(Check all applicable)

(First) 12367 CROSTHWAITE CIRCLE

(State)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

03/22/2017

below) below) VP & General Manager, Ismeca

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

POWAY, CA 92064

(City)

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial Ownership (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 34,386 (1) D

Restricted \$0 8,998 D 03/22/2017 A 8,998 Stock Units (2)

Performance 03/22/2017 8.998 \$0 D A A 8,998 Stock Units (3)

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

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(9-02)

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	: 8) Derivative			Securit	ties	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr.	3 and 4)		Owne
	Security										Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration Date	Title N	or Namel		
						Exercisable			Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

von Fellenberg IAN 12367 CROSTHWAITE CIRCLE POWAY, CA 92064

VP & General Manager, Ismeca

Signatures

Jeffrey D. Jones (Attorney-in-Fact)

03/24/2017

**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 22,051 Restricted Stock Units (RSU) and 12,335 Performance Stock Units (PSUs)(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 and achievement of specified performance goals).
- (2) 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 22, 2018 (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 (total shareholder
- (3) return). Provided such goals are achieved, vesting is scheduled to occur in full on the third anniversary of the date of grant (March 22, 2020) (subject to continued employment through vest date). The number of shares shown is the target award level. The actual number of shares that may vest ranges from 25% to 200% of the target amount, depending on achievement of specified performance goals.

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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