Edgar Filing: CIARDELLA ROBERT L - Form 4

| CIARDELLA | ROBERT L | | | | | | | | | | | |
|---|-----------------------------------|--------------------|---|--|---|----------------|---|--|--|---|--|--|
| Form 4 | | | | | | | | | | | | |
| November 01 | , 2011 | | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | | | OMB APPROVAL | | |
| | UNITE | D STATES | | ITIES Al hington, 1 | | | NGE (| COMMISSION | OMB Number: | 3235-0287 | | |
| Section 16. S Form 4 or Form 5 Filed pursuant to Section 16(a obligations may continue Section 17(a) of the Public Utilit | | | | | ES IN BENEFICIAL OWNERSHIP OF SECURITIES a) of the Securities Exchange Act of 1934, ity Holding Company Act of 1935 or Section | | | | | Expires: January 31, 2005 Estimated average burden hours per response 0.5 | | |
| <i>See</i> Instruct 1(b). | | 30(h) | of the Inv | vestment (| Company | y Act | : of 19 | 40 | | | | |
| (Print or Type Re | esponses) | | | | | | | | | | | |
| CIARDELLA ROBERT L Symbol | | | | Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | | | • | - | | | (Check all applicable) | | | | |
| (Last) (First) (Middle) 3. Date of (Month/D 12367 CROSTHWAITE CIRCLE 10/28/20 | | | | - | | | | XDirector10% Owner Officer (give titleOther (specify below)below) | | | | |
| | | | endment, Date Original nth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| POWAY, CA | A 92064 | | | | | | | Form filed by M Person | More than One Re | eporting | | |
| (City) | (State) | (Zip) | Table | e I - Non-De | erivative S | ecuri | ties Ac | quired, Disposed o | f, or Beneficial | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | ear) Execution any | emed on Date, if Day/Year) | 3. Transactic Code (Instr. 8) Code V | Disposed (Instr. 3, | (A) o of (D |) | 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 | 10/28/2011 | | | A | 13.05 (1) | A | \$ 0 | 20,503.65 <u>(2)</u> | D | | | |

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

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 Acquired, Disposed of, or Beneficially Owned

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transact Code (Instr. 8) | of Deri Secu Acq (A) Disp of (I (Inst | vative urities uired or osed O) | | | 7. Titl Amou Under Securi (Instr. | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|---|---|---|--------------------------------------|--|--|---------------------|--------------------|---|--|---|--|
| | | | Code V | / (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|------------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| CIARDELLA ROBERT L 12367 CROSTHWAITE CIRCLE POWAY, CA 92064 | Х | | | | | | |
| Signatures | | | | | | | |
| Jeffrey D. Jones, by Power of Attorney | | 11/01/2011 | | | | | |
| <u>**Signature of Reporting Person</u> | | 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).

Grant of Phantom Stock in the form of Deferred Stock Units (DSUs) for payment of dividends on DSUs. Each DSU is equal to one share (1) of Cohu, Inc. Common Stock and will be settled through the issuance of common stock upon the reporting person's termination of service

- as a director.
- (2) Includes 5,000 Restricted Stock Units (RSUs) and 2,503.65 DSUs. Each RSU represents a contingent right to receive one share of Cohu, Inc. Common Stock upon vesting.

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.