

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Muller Luis A</u> (Last) (First) (Middle) <u>12367 CROSTHWAITE CIRCLE</u> (Street) <u>POWAY CA 92064</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COHU INC [COHU]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/03/2017		M		1,000 ⁽¹⁾	A	\$13.77	364,686	D	
Common Stock	05/03/2017		S		1,000 ⁽¹⁾	D	\$19.64 ⁽²⁾	363,686 ⁽³⁾	D	
Common Stock	05/03/2017		M		14,000 ⁽¹⁾	A	\$15.85	377,686	D	
Common Stock	05/03/2017		S		14,000 ⁽¹⁾	D	\$19.26 ⁽⁴⁾	363,686 ⁽³⁾	D	
Common Stock	05/03/2017		M		20,000 ⁽¹⁾	A	\$10.58	383,686	D	
Common Stock	05/03/2017		S		20,000 ⁽¹⁾	D	\$19.27 ⁽⁵⁾	363,686 ⁽³⁾	D	
Common Stock	05/03/2017		M		15,000 ⁽¹⁾	A	\$9.44	378,686	D	
Common Stock	05/03/2017		S		15,000 ⁽¹⁾	D	\$19.27 ⁽⁶⁾	363,686 ⁽³⁾	D	
Common Stock	05/04/2017		M		194 ⁽¹⁾	A	\$13.77	363,880	D	
Common Stock	05/04/2017		S		194 ⁽¹⁾	D	\$19.2 ⁽⁷⁾	363,686 ⁽³⁾	D	
Common Stock	05/04/2017		M		14,750 ⁽¹⁾	A	\$15.85	378,436	D	
Common Stock	05/04/2017		S		14,750 ⁽¹⁾	D	\$19.48 ⁽⁸⁾	363,686 ⁽³⁾	D	
Common Stock	05/04/2017		M		30,000 ⁽¹⁾	A	\$10.58	393,686	D	
Common Stock	05/04/2017		S		30,000 ⁽¹⁾	D	\$19.55 ⁽⁹⁾	363,686 ⁽³⁾	D	
Common Stock	05/04/2017		M		5,056 ⁽¹⁾	A	\$9.44	368,742	D	
Common Stock	05/04/2017		S		5,056 ⁽¹⁾	D	\$19.62 ⁽¹⁰⁾	363,686 ⁽³⁾	D	
Common Stock	05/05/2017		M		13,556 ⁽¹⁾	A	\$13.77	377,242	D	
Common Stock	05/05/2017		S		13,556 ⁽¹⁾	D	\$19.07 ⁽¹¹⁾	363,686 ⁽³⁾	D	
Common Stock	05/05/2017		M		7,165 ⁽¹⁾	A	\$10.58	370,851	D	
Common Stock	05/05/2017		S		7,165 ⁽¹⁾	D	\$18.99 ⁽¹²⁾	363,686 ⁽³⁾	D	

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 of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$13.77	05/03/2017		M			1,000	10/26/2011 ⁽¹³⁾	10/26/2020	Common Stock	1,000	\$0.00	0	D	

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 of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$15.85	05/03/2017		M			14,000	01/10/2012 ⁽¹⁴⁾	01/10/2021	Common Stock	14,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$10.58	05/03/2017		M			20,000	03/06/2013 ⁽¹⁵⁾	03/06/2022	Common Stock	20,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$9.44	05/03/2017		M			15,000	03/26/2014 ⁽¹⁶⁾	03/26/2023	Common Stock	15,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$13.77	05/04/2017		M			194	10/26/2011 ⁽¹³⁾	10/26/2020	Common Stock	194	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$15.85	05/04/2017		M			14,750	01/10/2012 ⁽¹⁴⁾	01/10/2021	Common Stock	14,750	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$10.58	05/04/2017		M			30,000	03/06/2013 ⁽¹⁵⁾	03/06/2022	Common Stock	30,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$9.44	05/04/2017		M			5,056	03/26/2014 ⁽¹⁶⁾	03/26/2023	Common Stock	5,056	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$13.77	05/05/2017		M			13,556	10/26/2011 ⁽¹³⁾	10/26/2020	Common Stock	13,556	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$10.58	05/05/2017		M			7,165	03/06/2013 ⁽¹⁵⁾	03/06/2022	Common Stock	7,165	\$0.00	0	D	

Explanation of Responses:

1. This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 24, 2017 (the "Plan"). The Plan was terminated on May 5, 2017.
2. The shares with respect to this transaction were sold in multiple trades at prices ranging from \$19.45 to \$19.98; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
3. Number of shares includes 220,966 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 and achievement of specified performance goals).
4. The shares with respect to this transaction were sold in multiple trades at prices ranging from \$19.15 to \$19.45; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
5. The shares with respect to this transaction were sold in multiple trades at prices ranging from \$19.24 to \$19.46; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
6. The shares with respect to this transaction were sold in multiple trades at prices ranging from \$19.21 to \$19.35; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
7. The shares with respect to this transaction were sold in multiple trades at a price of \$19.20; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
8. The shares with respect to this transaction were sold in multiple trades at prices ranging from \$19.25 to \$19.72; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
9. The shares with respect to this transaction were sold in multiple trades at prices ranging from \$19.39 to \$19.79; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
10. The shares with respect to this transaction were sold in multiple trades at prices ranging from \$19.62 to \$19.65; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
11. The shares with respect to this transaction were sold in multiple trades at prices ranging from \$18.81 to \$19.74; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
12. The shares with respect to this transaction were sold in multiple trades at prices ranging from \$18.94 to \$19.03; The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
13. The option vests in four equal installments beginning on October 26, 2011 (assuming continued employment).
14. The option vests in four equal installments beginning on January 10, 2012 (assuming continued employment).
15. The option vests in four equal installments beginning on March 06, 2013 (assuming continued employment).
16. The option vests in four equal installments beginning on March 26, 2014 (assuming continued employment).

Remarks:

Jeffrey D. Jones (Attorney-in-Fact).

** Signature of Reporting Person

05/05/2017

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.