

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

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|                                                                                                                                                                                                                          |                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                               |
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| 1. Name and Address of Reporting Person *<br><u>Chiang Hock Woo</u><br><br>(Last) (First) (Middle)<br><u>12367 CROSTHWAITE CIRCLE</u><br><br>(Street)<br><u>POWAY</u> <u>CA</u> <u>92064</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>COHU INC</u> [ <u>COHU</u> ]<br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/11/2017</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP Global Sales &amp; Service</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
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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                        |                                                                                               |                                                          |                                                       |
| <u>Common Stock</u>             | <u>05/11/2017</u>                    |                                                    | <u>M</u>                       |   | <u>6,000</u>                                                      | <u>A</u>   | <u>\$9.28</u>                | <u>92,173</u>                                                                                 | <u>D</u>                                                 |                                                       |
| <u>Common Stock</u>             | <u>05/11/2017</u>                    |                                                    | <u>S</u>                       |   | <u>6,000</u>                                                      | <u>D</u>   | <u>\$18.88<sup>(1)</sup></u> | <u>79,488<sup>(2)</sup></u>                                                                   | <u>D</u>                                                 |                                                       |

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 |                                                                                        | Date Exercisable                                         | Expiration Date                 | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                           |                                                        |
| <u>Employee Stock Option (Right to Buy)</u> | <u>\$9.28</u>                                          | <u>05/11/2017</u>                    |                                                    | <u>M</u>                       |   | <u>6,000</u>                                                                           | <u>10/23/2013</u>                                        | <u>10/23/2022<sup>(3)</sup></u> | <u>Common Stock</u>                                                               | <u>6,000</u>               | <u>\$0.00</u>                              | <u>0</u>                                                                                           | <u>D</u>                                                  |                                                        |

Explanation of Responses:

1. The shares with respect to this transaction were sold in multiple trades at prices ranging from \$18.70 to \$18.97; 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.
2. Decreased number of shares reflects 6,685 performance shares previously reported that have been forfeited as specified performance goals were not fully achieved. Number of shares includes 36,371 Restricted Stock Units (RSU) 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).
3. The option vests in four equal installments beginning on October 23, 2013 (assuming continued employment).

Remarks:

Jeffrey D. Jones  
\*\* Signature of Reporting Person

05/12/2017  
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.