

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>LAWEE IAN P</u><br><br>(Last) (First) (Middle)<br>12367 CROSTHWAITE CIRCLE<br><br>(Street)<br>POWAY CA 92064<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>COHU INC [ COHU ]</u> | 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 &amp; GM Semiconductor Test Grp</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/05/2020</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 (ESPP) <sup>(1)</sup> | 05/05/2020 <sup>(2)</sup>            |  | A                              |   | 889   | A          | \$14.05 <sup>(3)</sup> | 39,368  | D  |   |
| Common Stock (ESPP) <sup>(4)</sup> | 11/06/2020 <sup>(5)</sup>            |  | A                              |   | 795   | A          | \$12.92 <sup>(6)</sup> | 40,163 <sup>(7)</sup>   | 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 |   |  |  |   |  |

**Explanation of Responses:**

- These shares were acquired under the Cohu, Inc. 1997 Employee Stock Purchase Plan (the Plan), for the purchase period of November 1, 2019 through April 30, 2020. This transaction is exempt pursuant to Rule 16-b3(c).
- The Offering Period (as defined in the Plan) ended April 30, 2020, and the shares were acquired on May 5, 2020. Due to an administrative oversight, this is a late filing for this one transaction.
- In accordance with the Plan, these shares were purchased at a price not less than eighty-five percent (85%) of the lesser of (a) the Fair Market Value of a share of Stock on the Offering Date of the Offering Period (as defined by the Plan as November 1, 2019), or (b) the Fair Market Value of a share of Stock on the Purchase Date of the Offering Period (as defined by the Plan as April 30, 2020).
- These shares were acquired under the Cohu, Inc. 1997 Employee Stock Purchase Plan (the Plan), for the purchase period of May 1, 2020 through October 31, 2020. This transaction is exempt pursuant to Rule 16-b3(c).
- The Offering Period (as defined in the Plan) ended October 31, 2020, and the shares were acquired on November 6, 2020.
- In accordance with the Plan, these shares were purchased at a price not less than eighty-five percent (85%) of the lesser of (a) the Fair Market Value of a share of Stock on the Offering Date of the Offering Period (as defined by the Plan as May 1, 2020), or (b) the Fair Market Value of a share of Stock on the Purchase Date of the Offering Period (as defined by the Plan as October 30, 2020, the last trading day prior to the end of the Offering Period).
- Number of shares includes 34,744 RSUs (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 the vesting dates (assuming continued employment and achievement of specified performance goals).

**Remarks:**

Jeffrey D. Jones, by Power of Attorney 11/10/2020

\*\* Signature of Reporting Person 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.