

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>DONAHUE JAMES 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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2021</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	02/17/2021 <sup>(1)</sup>		M		20,000	A	\$10.58	387,056	D	
Common Stock	02/17/2021 <sup>(1)</sup>		S		20,000	D	\$47.88 <sup>(2)</sup>	367,056	D	
Common Stock	02/18/2021 <sup>(1)</sup>		M		20,000	A	\$10.58	387,056	D	
Common Stock	02/18/2021 <sup>(1)</sup>		S		20,000	D	\$46.68 <sup>(3)</sup>	367,056 <sup>(4)</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						Title
Employee Stock Option (right to buy)	\$10.58	02/17/2021		M			20,000 <sup>(5)</sup>	03/06/2013	03/06/2022	Common Stock	20,000	\$0.00	67,323	D	
Employee Stock Option (right to buy)	\$10.58	02/18/2021		M			20,000 <sup>(5)</sup>	03/06/2013	03/06/2022	Common Stock	20,000	\$0.00	47,323	D	

**Explanation of Responses:**

- This transaction was made pursuant to a Rule 10(b)5-1 trading plan adopted by Mr. Donahue on November 20, 2020 (the "Plan"). Mr. Donahue holds various stock options that are expiring in 2022 and 2023 and wished to put the Plan in place to facilitate the orderly exercise of such options before their expiration.
- The shares with respect to this transaction were sold in multiple trades at prices ranging from \$46.95 to \$48.76; 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.
- The shares with respect to this transaction were sold in multiple trades at prices ranging from \$45.89 to \$48.22; 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.
- Number of shares includes 8,532 Restricted Stock Units (RSUs) that in the future will be converted on a one-for-one basis into shares of Cohu, Inc. Common Stock immediately upon the vest dates (assuming continued service to the Board of Directors).
- The options vested fully on March 06, 2016.

**Remarks:**

Jeffrey D. Jones, by Power of Attorney 02/19/2021

\*\* 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.