

**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*<br><b>STUCKEY LARRY R</b><br><br>(Last) (First) (Middle)<br><b>12367 CROSTHWAITE CIRCLE</b><br><br>(Street)<br><b>POWAY CA 92064</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>COHU INC [ COHU ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Vice President Engineering</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/25/2005</b>   |   |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><input type="checkbox"/> Form filed by More than One Reporting Person            |

**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                    | 07/25/2005                           |  | M                              |   | 10,000  | A          | \$12.07 | 0   | D  |   |
| Common Stock                    | 07/25/2005                           |  | M                              |   | 15,000  | A          | \$13.88 | 0   | D  |   |
| Common Stock                    | 07/25/2005                           |  | M                              |   | 15,001  | A          | \$14.68 | 0   | D  |   |
| Common Stock                    | 07/25/2005                           |  | M                              |   | 10,001  | A          | \$11.66 | 0   | D  |   |
| Common Stock                    | 07/25/2005                           |  | S                              |   | 10,000  | D          | \$25.5  | 0   | D  |   |
| Common Stock                    | 07/25/2005                           |  | S                              |   | 15,000  | D          | \$25.5  | 0   | D  |   |
| Common Stock                    | 07/25/2005                           |  | S                              |   | 15,001  | D          | \$25.5  | 0   | D  |   |
| Common Stock                    | 07/25/2005                           |  | S                              |   | 10,001  | D          | \$25.51 | 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 |
| Employee Stock Option (Right to Buy)       | \$12.07  | 07/25/2005                           |  | M                              |   |  | 10,000 | (1)  | 03/10/2009      | Common Stock  | 10,000                                     | \$12.07  | 0   | D  |       |
| Employee Stock Option (Right to Buy)       | \$13.88  | 07/25/2005                           |  | M                              |   |  | 15,000 | (2)  | 10/20/2010      | Common Stock  | 15,000                                     | \$13.88  | 0   | D  |       |
| Employee Stock Option (Right to Buy)       | \$14.68  | 07/25/2005                           |  | M                              |   |  | 15,001 | (3)  | 10/02/2011      | Common Stock  | 15,001                                     | \$14.68  | 4,999   | D  |       |
| Employee Stock Option (Right to Buy)       | \$11.66  | 07/25/2005                           |  | M                              |   |  | 10,001 | (4)  | 10/14/2012      | Common Stock  | 10,001                                     | \$11.66  | 9,999   | D  |       |

**Explanation of Responses:**

- The option vested in four equal installments beginning on 3/10/2000
- The option vested in four equal installments beginning on 10/20/2001
- The option vested in four equal installments beginning on 10/2/2002
- The option vested in four equal installments beginning on 10/14/2003

**Remarks:**

[Fact](#)

\*\* 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.

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