

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
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1. Name and Address of Reporting Person* <u>SCHOLEFIELD COLIN P</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2008</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/20/2008</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Senior VP, Sales & Service</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person 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			
Common Stock	05/16/2008		M		29,756	A	\$15.04	36,738 ⁽¹⁾	D	
Common Stock	05/16/2008		S		1,500	D	\$17.17	35,238 ⁽¹⁾	D	
Common Stock	05/16/2008		S		2,815	D	\$17.21	32,423 ⁽¹⁾	D	
Common Stock	05/16/2008		S		1,240	D	\$17.24	31,183 ⁽¹⁾	D	
Common Stock	05/16/2008		S		400	D	\$17.25	30,783 ⁽¹⁾	D	
Common Stock	05/16/2008		S		100	D	\$17.26	30,683 ⁽¹⁾	D	
Common Stock	05/16/2008		S		1,200	D	\$17.27	29,483 ⁽¹⁾	D	
Common Stock	05/16/2008		S		75	D	\$17.3	29,408 ⁽¹⁾	D	
Common Stock	05/16/2008		S		1,501	D	\$17.31	27,907 ⁽¹⁾	D	
Common Stock	05/16/2008		S		400	D	\$17.32	27,507 ⁽¹⁾	D	
Common Stock	05/16/2008		S		400	D	\$17.33	27,107 ⁽¹⁾	D	
Common Stock	05/16/2008		S		600	D	\$17.34	26,507 ⁽¹⁾	D	
Common Stock	05/16/2008		S		235	D	\$17.35	26,272 ⁽¹⁾	D	
Common Stock	05/16/2008		S		100	D	\$17.36	26,172 ⁽¹⁾	D	
Common Stock	05/16/2008		S		15,165	D	\$17.4	11,007 ⁽¹⁾	D	
Common Stock	05/16/2008		S		1,300	D	\$17.41	9,707 ⁽¹⁾	D	
Common Stock	05/16/2008		S		925	D	\$17.42	8,782 ⁽¹⁾	D	
Common Stock	05/16/2008		S		1,800	D	\$17.44	6,982 ⁽¹⁾	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)	\$14.68	05/16/2008		M			20,000	⁽²⁾	10/02/2011	Common Stock	20,000 ⁽³⁾	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$15.04	05/16/2008		M			9,756	⁽⁴⁾	10/27/2014	Common Stock	9,756 ⁽³⁾	\$0.00	0	D	

Explanation of Responses:

1. Number of shares includes 6,979 Restricted Stock Units (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 three or four equal annual installments (assuming continued employment).
2. The option vested in four equal installments beginning on 10/2/2002
3. This amended form 4 is filed to add the number of shares in Column 7, Table II.
4. The option vested in four equal installments beginning on 10/27/2005

Remarks:

Jeffrey D. Jones (Attorney-in-Fact)

05/19/2008

** 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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