SEC Form 4	
------------	--

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

0.5

hours per response

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

## 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

1. Name and Ad Muller Lu	ddress of Reporting		uer Name <b>and</b> Ticke <u>HU INC</u> [ COH		ling S	ymbol	(Checl	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specif					
(Last) 12367 CROS	(First) STHWAITE CIR	(Middle)		- 3. Date of Earliest Transaction (Month/Day/Year) X Officer (give title below) Other below)   11/16/2020 President & CEO									
(Street) POWAY	СА	92064	4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)						ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Table I - No	on-Derivative	Securities Acq	uired,	Dis	posed of, c	or Ben	eficially	Owned			
		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

## ount Price (D) (Instr. 3 and 4) Common Stock 11/16/2020 5,000(1) \$9.44 М A 570,155 D \$27.5<sup>(2)</sup> Common Stock 11/16/2020 S 5,000(1) D 565,155 D 11/17/2020 Common Stock Μ 5,000(1) A \$9.44 570,155 D Common Stock 11/17/2020 5,000(1) \$28.3(3) D S D 565,155 Common Stock 11/17/2020 Μ 5,000(1) \$9.44 570,155 D Α Common Stock 11/17/2020 5,000(1) \$28.7(4) 565,155(5) D S 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)	Code	Transaction of Code (Instr. Derivative		ivative urities uired or oosed O) tr. 3, 4	6. Date Exerci Expiration Dat (Month/Day/Yo	te	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 Options (right to buy)	\$9.44	11/16/2020		М			5,000	03/26/2014 <sup>(6)</sup>	03/26/2023	Common Stock	5,000	\$0.00	10,000	D	
Employee Stock Options (right to buy)	<b>\$</b> 9.44	11/17/2020		М			5,000	03/26/2014 <sup>(6)</sup>	03/26/2023	Common Stock	5,000	\$0.00	5,000	D	
Employee Stock Options (right to buy)	\$9.44	11/17/2020		М			5,000	03/26/2014 <sup>(6)</sup>	03/26/2023	Common Stock	5,000	\$0.00	0	D	

Explanation of Responses:

1. This transaction was made pursuant to a Rule 10(b)5-1 trading plan adopted by the reporting person on February 25, 2020 (the "Plan").

2. The shares with respect to this transaction were sold at an exact price of \$27.50.

3. The shares with respect to this transaction were sold at an exact price of \$28.30.

4. The shares with respect to this transaction were sold at an exact price of \$28.70.

5. Number of shares includes 320,376 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).

6. The options vested fully on March 26, 2017.

**Remarks:** 

Jeffrey D. Jones, by Power of <u>Attorney</u>

11/18/2020

\*\* 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.