FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549	OMB APPROVAL			
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0		

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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

					<u> </u>																
1. Name and Address of Reporting Person*					2. Issuer Name <b>and</b> Ticker or Trading Symbol  COHU INC [ COHU ]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
DONAHUE JAMES A															Direc			10% O	· I		
					3 [	Date of Earliest Transaction (Month/Day/Year)									$\dashv$	X Office below	r (give ti	tle	Other ( below)	specify	
(Last)	`	,	(Middle)			1/12/2		icst man	Juci	ion (ivioi	10172	ay/ rear)					,	dent &	,		
12367 CROSTHWAITE CIRCLE																					
			4.1	If Ame	endme	nt, Date	of O	riginal F	iled	(Month/Day	6. lı	6. Individual or Joint/Group Filing (Check Applicable									
(Street)													- 1	Line)							
POWAY	C.	A	92064													Form filed by One Reporting Person					
-					-											Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)																		
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of	Security (Ins	tr. 3)		2. Trans	saction					3.		4. Securiti	ies Ac	quired	(A) or	5. Amo			wnership	7. Nature of	
			Date (Month)	ear)	Execution Date, if any			Transaction Disposed (		Of (D	) (Instr	3, 4 and	Benefic	ially	(D) d	n: Direct or Indirect	Indirect Beneficial				
							(Month/Day/Year)		8)	8)					Owned Report	ned Following		1str. 4)	Ownership (Instr. 4)		
										Code	v	Amount (A)		(A) or (D)	Price	Transa	ction(s) and 4)			(,	
					2/200	/2004			$\dashv$	.,		10.005	<del>- 11</del>		040	+					
Common Stock 07/12/					.2/200	2004			M		18,092 A		\$4.0	3 11	112,904		D				
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
				(e.g., p	puts,	, cal	ls, w	arrant	s, o	ptions	s, c	onvertib	ole s	ecur	ities)						
1. Title of					4.					6. Date Exercisable and					Amount			mber of	10.	11. Nature	
Derivative Security	Conversion or Exercise	Date (Month/Day/Year)	Execution E if any	, c	Code (	ransaction code (Instr.		r. Derivative		piration [ onth/Day		r)	of Securities Underlying			Derivative Security	Secui	rities	Ownership Form:	Beneficial	
(Instr. 3) Price of Derivative (Month/Day/Year) 8)				8)		Securities Acquired		Derivative Se (Instr. 3 and 4						(Instr. 5)	Benet	ficially d	Direct (D) or Indirect	Ownership (Instr. 4)			
Security							(A) or Disposed			,					,		Follo		(I) (Instr. 4)		
							of (D) (Instr.										Transaction(s)				
		-				3, 4 and 5)								-	(instr.	4)					
															Amount or						
									Dat	te	- [,	Expiration			Number of						
				(	Code	٧	(A)	(D)	Exe	ercisable		Date	Title		Shares						
Employee Stock																					
Option	\$4.03	07/12/2004			M			18,092	07/	/21/1995 <sup>(</sup>	1)	07/21/2004		nmon ock	18,092	\$4.03		0	D		
(Right to Buy)																					

## **Explanation of Responses:**

1. The option vests in four equal annual installments beginning July 21, 1995.

## Remarks:

/s/ James A. Donahue 07/12/2004

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.