## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

this box if no longer subject to	
n 16. Form 4 or Form 5	
ions may continue. See	

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Check this box Section 16. For obligations may 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

1. Name and Address of Reporting Person* <u>Jones Jeffrey D</u>						2. Issuer Name <b>and</b> Ticker or Trading Symbol COHU INC [ COHU ]										all app Direc		ıg Pers	10% C	wner
(Last) (First) (Middle) 12367 CROSTHWAITE CIRCLE						3. Date of Earliest Transaction (Month/Day/Year) 03/20/2019									X	belov	er (give title w) VP Finar	ıce &	Other (specify below) & CFO	
(Street) POWAY CA 92064 (City) (State) (Zip)				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Indivine)	ividual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person					
		Tabl	e I - Nor	n-Deriva	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, o	r Ben	eficia	ally	Owne	ed			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					r) E	2A. Deemed Execution Date, if any (Month/Day/Year)					ties Acquired (A) I Of (D) (Instr. 3, 4			4 and Sec Ben Owr		neficially ned Following		nership : Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount		(A) or (D)	Price		Transa	Reported Transaction(s) (Instr. 3 and 4)			(IIISU. 4)
Common Stock 03/20/2					/2019	2019			F		1,635 <sup>(</sup>	(1) D S		\$ <del>0</del> .	228,038 <sup>(2)</sup>		8,038(2)		D	
		Та	able II - D								sed of, onvertib				y Ov	vned				
1. Title of Derivative Security (Instr. 3)  2. Conversi Or Exerci Price of Derivativ Security		3. Transaction Date (Month/Day/Year)	if any	kecution Date, any Ionth/Day/Year)		I. Fransaction Code (Instr. 3)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Date Exercisable and Expiration Date    Month/Day/Year			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)  Amoun or Numbe of Title Shares		nt er				0. wnership orm: irect (D) r Indirect ) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

# **Explanation of Responses:**

- 1. Represents shares that were automatically withheld upon vesting of Restricted Stock Units (RSUs) to cover tax obligations in a transaction exempt under Rule 16(b)-3.
- 2. Number of shares includes 132,627 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).

## Remarks:

Luis Muller, by Power of 03/22/2019 <u>Attorney</u>

\*\* 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.