FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
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obligations may continue. See
Instruction 1(h)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

													-								
1. Name and Address of Reporting Person* BILODEAU STEVEN J						2. Issuer Name <b>and</b> Ticker or Trading Symbol COHU INC [ COHU ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
LIIC 511	<u> </u>													X	Direc	ctor		10% C	wner		
(Last) (First) (Middle) 12367 CROSTHWAITE CIRCLE						3. Date of Earliest Transaction (Month/Day/Year) 12/28/2013													(specify		
						4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)						
(Street) POWAY CA 92064														X	Form filed by One Reporting Person						
(City) (State) (Zip)														e man C	пе кер	orung					
	Tabl	e I - No	n-Deriv	ative	Sec	curitie	s Acc	quired,	Dis	posed o	f, o	Bene	eficia	ally (	Owne	ed					
Date				Executi ay/Year) if any			ecution Date, any		Transaction Disposed Code (Instr.					4 and 5) S B O		Securities Beneficially Owned Following		irect direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									v	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				(111301.4)		
Common Stock 12/28					2013			A		1,512.9(1)		(1) A \$		00	00 49,585.22 <sup>(2)</sup>		Г	)			
	Та													y Ow	vned						
2. Conversion or Exercise Price of Derivative Security	Date Execution (Month/Day/Year) if any		n Date,	Transa Code (	Transaction Code (Instr.				6. Date Exercisable and Expiration Date (Month/Day/Year)			ount of urities erlying vative urity (In:	ount	Deriv Secu	ivative urity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	n: ct (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fire ROSTHWA)  CA  (State Security (Instate Stock)  2. Conversion or Exercise Price of Derivative	(First) (CROSTHWAITE CIRCLE  CA (State) (Table Security (Instr. 3)  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  ROSTHWAITE CIRCLE  CA 92064  (State) (Zip)  Table I - No  Security (Instr. 3)  Stock  Table II -  2. Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	(First) (Middle)  ROSTHWAITE CIRCLE  CA 92064  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Transa Date (Month/D Month/D Stock  12/28  Table II - Derivat (e.g., pt Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year)	(First) (Middle)  (First) (Middle)  ROSTHWAITE CIRCLE  CA 92064  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (Conversion or Exercise Price of Derivative (Month/Day/Year)  (Month/Day/Year)  3. D  2. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. D  4. Transaction Code (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  (First) (Middle)  ROSTHWAITE CIRCLE  3. Date of 12/28/28/28  4. If American	(First) (Middle)  (First) (Middle)  ROSTHWAITE CIRCLE   Table I - Non-Derivative Securities  (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr  (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr  (Month/Day/Year)  A. Deem Execution of Exercise Price of Derivative Security (Month/Day/Year)  (Month/Day/Year)  A. Deem Execution of Transaction Code (Instr. 8)  A. Date of Earlies 12/28/2013  2. Transaction Date (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Accurity (Instr. 3)  Security (Instr. 3)  Table II - Derivative Securities Acquested (Month/Day/Year)  Table II - Derivative Securities Acquested (Security (Instr. 3)  Table II - Derivative Securities Acquested (Instr. 3)  Table II - Derivative Securities Acquested (Security (Instr. 3) (Month/Day/Year)  Table II - Derivative Securities Acquested (Securities Acquested (Instr. 3) (Month/Day/Year)  Table II - Derivative Securities Acquested (Instr. 3) (Month/Day/Year)  Table II - Derivative Securities Acquested (Instr. 3) (Month/Day/Year)	(First) (Middle)  ROSTHWAITE CIRCLE  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  (State)  Table II - Derivative Securities Acquired, Month/Day/Year)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table III - Derivative Securities Acquired, Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Execution Date, if any (Month/Day/Year)  2. Table III - Derivative Securities Acquired, Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 3)  4. Transaction of Date (Month/Day/Year)  5. Number of Code (Instr. 3)  6. Date Expiration Date (A) or Disposed of (D) (Instr. 3, 4)	(First) (Middle)  (First) (Middle)  (ROSTHWAITE CIRCLE  CA 92064  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Security (Instr. 3)  2. 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Transaction Date (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Exercise (Month/Day/Year)	(First) (Middle)  ROSTHWAITE CIRCLE  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefice (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V Amount (A) or (D)  Table II - Derivative Securities Acquired, Disposed of, or Benefice Ge.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year)  2. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Benefice Ge.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year)  2. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Benefice Ge.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year)  2. 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Transaction Date (Go.g., puts, calls, warrants, options, convertible Acquired (Month/Day/Year)	(First) (Middle)  ROSTHWAITE CIRCLE  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  (Code (Instr. 8)  3. Transaction (Month/Day/Year)  (Code (Instr. 8)  3. Transaction (Month/Day/Year)  (Code (Instr. 6)  (A) or (D) (Instr. 3, 4 and 5)  A	(Check X  (First) (Middle)  ROSTHWAITE CIRCLE  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year)  (Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ova (e.g., puts, calls, warrants, options, convertible securities)  2. Conversion Of Exercise Price of Original Filed (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ova (e.g., puts, calls, warrants, options, convertible Securities)  2. Code (Instr. 3)  Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount of Number (Instr. 3)  Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount of Number (Instr. 3)  Amount of Number (Instr. 3)	COHU INC [ COHU ]  (First) (Middle)  ROSTHWAITE CIRCLE  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Code (Instr. 8)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  4. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (instr. 4)  4. Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (instr. 8)  4. Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (instr. 8)  4. Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (instr. 8)  4. Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (instr. 8)  5. Number of Perivative Securities (Month/Day/Year)  6. Date Exercise Perivative Securities Acquired (A) or Disposed of (	COHUINC [COHU]  (First) (Middle)  ROSTHWAITE CIRCLE  CA 92064  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. \$0.00 49,585.22(2)  2. Oversion Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. \$0.00 49,585.22(2)  2. Oversion Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A \$0.00 49,585.22(2)  2. Oversion Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A \$0.00 49,585.22(2)  2. Oversion Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A \$0.00 49,585.22(2)  2. Oversion Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A \$0.00 49,585.22(2)  2. Oversion Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A \$0.00 49,585.22(2)  2. Oversion Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A \$0.00 49,585.22(2)  2. Oversion Date (Month/Day/Year)  (Month/Day/Year)	COHU INC [ COHU ]  (First) (Middle)  ROSTHWAITE CIRCLE  CA 92064  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock  12/28/2013  COHU INC [ COHU ]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired (A) or Person  Table (Month/Day/Year) (Month/Day/Year)  Stock  12/28/2013  A 1,512.9(1) A \$0.00 49,585.22(2) D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Ce.g., puts, calls, warrants, options, convertible securities Security (Instr. 3) and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  A 1,512.9(1) A \$0.00 49,585.22(2) D  Table II - Derivative Securities Acquired (A) or Derivative Security (Instr. 3) and 4)  Tansaction Date (Month/Day/Year) (Month/Day/Ye	COHU INC [ COHU ]  (First) (Middle)  (ROSTHWAITE CIRCLE  CA 92064  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  Line (Month/Day/Year)  Code   V   Amount   (A) or price (Month/Day/Sear)   A   Sound (Instr. 3)   Code (Instr. 3)   Code (Instr. 3)   A   Compression (Rost and 4)   Compression (Rost and		

## **Explanation of Responses:**

- 1. Grant of Phantom Stock in the form of Deferred Stock Units (DSUs) for payment of Director Fees. Each DSU is equal to one share of Cohu, Inc. Common Stock and will be settled through the issuance of common stock upon reporting person's termination of service as a director.
- 2. Includes 7,500 Restricted Stock Units (RSUs) and 21,285.22 DSUs. Each RSU represents a contingent right to receive one share of Cohu, Inc. Common Stock upon vesting (assuming continued service to the Board).

## Remarks:

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

12/30/2013

\*\* 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.