

KABBANI SAMER
Form 3
March 12, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| KABBANI SAMER | | (Month/Day/Year) | COHU INC [COHU] | |
| (Last) | (First) | (Middle) | 03/06/2012 | |
| 12367 CROSTHWAITE CIRCLE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| POWAY, CA 92064 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (State) | | | (give title below) (specify below) | |
| (Zip) | | | VP Engineering | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 51,355 ⁽¹⁾ | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--------------------------------------|--------------------------------------|------------------------------|----------------------------|
| Employee Stock Option (Right to Buy) | 12/11/2004 ⁽²⁾ 12/11/2013 | Common Stock 1,250 \$ 18.35 | D Â |
| Employee Stock Option (Right to Buy) | 10/27/2005 ⁽³⁾ 10/27/2014 | Common Stock 11,250 \$ 15.04 | D Â |
| Employee Stock Option (Right to Buy) | 08/17/2007 ⁽⁴⁾ 08/17/2016 | Common Stock 11,250 \$ 16.4 | D Â |
| Employee Stock Option (Right to Buy) | 12/04/2008 ⁽⁵⁾ 12/04/2017 | Common Stock 11,500 \$ 15.5 | D Â |
| Employee Stock Option (Right to Buy) | 03/20/2010 ⁽⁶⁾ 03/20/2019 | Common Stock 45,000 \$ 7.32 | D Â |
| Employee Stock Option (Right to Buy) | 10/26/2011 ⁽⁷⁾ 10/26/2020 | Common Stock 21,250 \$ 13.77 | D Â |
| Employee Stock Option (right to Buy) | 01/10/2012 ⁽⁸⁾ 01/10/2021 | Common Stock 23,750 \$ 15.85 | D Â |
| Employee Stock Option (right to Buy) | 03/06/2013 ⁽⁹⁾ 03/06/2022 | Common Stock 22,653 \$ 10.58 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KABBANI SAMER 12367 CROSTHWAITE CIRCLE POWAY, CA 92064 | Â | Â | Â VP Engineering | Â |

Signatures

/s/ Jeffrey D. Jones
(Attorney-in-fact)

03/12/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Number of shares include (i) 24,756 Restricted Stock Units (RSUs) that in the future will be converted on a one-for-one basis into shares of Cohu, Inc. Common Stock, immediately upon vesting which is scheduled to occur in annual installments (assuming continued employment) and (ii) 8,979 Performance Shares (PSUs) (restricted stock units) that will be converted on a one-for-one basis into shares of

- (1) Cohu, Inc. common stock upon vesting. These PSUs will vest only after the achievement of specified performance goals. Provided such goals are achieved, vesting is scheduled to occur no earlier than three equal annual installments beginning March 6, 2013 (subject to continued employment through each vest date). The 8,979 shares is the target award level with the actual number of shares that may vest ranging from 0% to 150% of the target amount, depending on achievement of the performance goals.
- (2) Exercisable as to 1/4 of the shares on the first four anniversary dates following 12/11/2003.
- (3) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/27/2004.

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- (4) Exercisable as to 1/4 of the shares on the first four anniversary dates following 8/17/2006.
- (5) Exercisable as to 1/4 of the shares on the first four anniversary dates following 12/04/2007.
- (6) Exercisable as to 1/4 of the shares on the first four anniversary dates following 03/20/2009.
- (7) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/26/2010.
- (8) Exercisable as to 1/4 of the shares on the first four anniversary dates following 01/10/2011.
- (9) Exercisable as to 1/4 of the shares on the first four anniversary dates following 03/06/2012.

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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