

Walsh James P  
 Form 3  
 November 01, 2007

**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 <b>and</b> Ticker or Trading Symbol	
WALSH JAMES P		(Month/Day/Year)	COHU INC [COHU]	
(Last)	(First)	10/23/2007		
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	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP Manufacturing	

**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	3,152 <sup>(1)</sup>	D	W

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)	06/15/2005 <sup>(2)</sup>	06/15/2014	Common Stock	7,500	\$ 17.3	D	Â
Employee Stock Option (Right to Buy)	10/27/2005 <sup>(3)</sup>	10/27/2014	Common Stock	5,000	\$ 15.04	D	Â
Employee Stock Option (Right to Buy)	08/17/2007 <sup>(4)</sup>	08/17/2016	Common Stock	8,750	\$ 16.4	D	Â

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walsh James P 12367 CROSTHWAITE CIRCLE POWAY, CA 92064	Â	Â	Â VP Manufacturing	Â

**Signatures**

Thomas L. Green  
(Attorney-in-Fact) 10/31/2007

\*\*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).  
Includes 2,812 restricted stock units (RSUs) (excluding shares that will be withheld to cover tax obligations) that in the future will be
  - (1) converted on a one-for-one basis into shares of Cohu, Inc. Common Stock, immediately upon vesting which vesting is scheduled to occur in three equal annual installments (assuming continued employment) from August 17, 2008 to August 17, 2010.
  - (2) Exercisable as to 1/4 of the shares on the first four anniversary dates following 06/15/2004.
  - (3) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/27/2004.
  - (4) Exercisable as to 1/4 of the shares on the first four anniversary dates following 08/17/2006.

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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