COHU INC Form 3/A July 25, 2005

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement COHU INC [COHU] STUCKEY LARRY R (Month/Day/Year) 03/11/2005 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 12367 CROSTHWAITE 07/25/2005 (Check all applicable) **CIRCLE** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Vice President Engineering Person POWAY, CAÂ 92064 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Cohu, Inc. Common Stock 354 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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 control number.

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

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

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	03/10/2000(1)	03/10/2009	Common Stock	10,000	\$ 12.07	D	Â
Employee Stock Option (Right to Buy)	10/20/2001(2)	10/20/2010	Common Stock	15,000	\$ 13.88	D	Â
Employee Stock Option (Right to Buy)	10/02/2002(3)	10/02/2011	Common Stock	20,000	\$ 14.68	D	Â
Employee Stock Option (Right to Buy)	10/14/2003(4)	10/14/2012	Common Stock	20,000	\$ 11.66	D	Â
Employee Stock Option (Right to Buy)	12/11/2004(5)	12/11/2013	Common Stock	20,000	\$ 18.35	D	Â
Employee Stock Option (Right to Buy)	10/27/2005(6)	10/27/2014	Common Stock	20,000	\$ 15.04	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
STUCKEY LARRY R 12367 CROSTHWAITE CIRCLE	Â	Â	Vice President	Â	
POWAY, CA 92064			Engineering		

Signatures

/s/ John H. Allen (Attorney-in-Fact) 07/25/2005

**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).
- (1) Exercisable as to 1/4 of the shares on the first four anniversary dates following 03/10/1999.
- (2) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/20/2000.
- (3) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/02/2001.
- (4) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/14/2002.
- (5) Exercisable as to 1/4 of the shares on the first four anniversary dates following 12/11/2003.
- (6) Exercisable as to 1/4 of the shares on the first four anniversary dates following 10/27/2004.

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Remarks:

This amendment is being filed to attach the Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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