

COHU INC  
Form 4  
October 28, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
SCHWAN CHARLES A

(Last) (First) (Middle)  
12367 CROSTHWAITE CIRCLE  
(Street)  
POWAY, CA 92064  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
COHU INC [COHU]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/28/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common stock                    | 10/28/2005                           |  | S                              | V<br>21,000<br>D  | (A)<br>or<br>(D)<br>\$<br>22.11   | 183,584  | D                                 |

Reminder: Report on a separate line for each class of securities beneficially 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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



Performance Share Agreement previously filed as Exhibit 99.5 to the Company's Form 8-K filed on March 10, 2008 and incorporated herein by reference.

***Fiscal 2009 Cash Bonus Opportunities***

In March 2008, the Board adopted the Digital River, Inc. Performance Bonus Plan (the "Performance Bonus Plan"). The Performance Bonus Plan was approved by the Company's stockholders at the 2008 Annual Meeting of Stockholders. The Company's named executive officers are eligible to participate in the Performance Bonus Plan. The Performance Bonus Plan is generally administered by the Compensation Committee. A copy of the Performance Bonus Plan was filed as Exhibit 99.6 to the Company's Form 8-K filed on March 10, 2008 and is incorporated herein by reference. On March 5, 2009, pursuant to the Performance Bonus Plan, the Compensation Committee set the targets and performance criteria for the fiscal 2009 cash bonus opportunities for the named executive officers. The following table sets forth the target and maximum cash bonus opportunity for each of the named executive officers for fiscal 2009.

|                    | <u>Target Bonus</u> | <u>Maximum Bonus</u> |
|--------------------|---------------------|----------------------|
| Joel A. Ronning    | \$562,500           | \$1,125,000          |
| Thomas M. Donnelly | \$300,000           | \$ 300,000           |
| Kevin L. Crudden   | \$125,000           | \$ 125,000           |

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For fiscal 2009, each named executive officer's cash bonus opportunity is based upon the achievement of performance criteria relating to revenue and operating income, new market growth, improvement in margins, operating efficiency and strategic acquisition activity. The fiscal 2009 weightings of the performance criteria are as follows: 50% corporate financial goals (revenue and operating income), 12.5% new market growth, 12.5% operating efficiency, 12.5% cost structure efficiencies and 12.5% completion of strategic acquisitions.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No. Description**

|      |   |
|------|---|
| 99.1 | Press release dated March 9, 2009.                      |
| 99.2 | Summary of Compensation Program for Executive Officers. |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DIGITAL RIVER, INC.**

Date: March 9, 2009 By: /s/ Thomas M.  
Donnelly  
Thomas M.  
Donnelly  
Chief Financial  
Officer

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**EXHIBIT INDEX**

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- |      |   |
|------|---|
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