

COHU INC  
Form 8-K  
January 11, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

January 11, 2005

Cohu, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-04298

95-1934119

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

12367 Crosthwaite Circle, Poway, California

92064

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

858-848-8100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Top of the Form**

**Item 1.01. Entry into a Material Definitive Agreement.**

Cohu, Inc. grants stock options to employees pursuant to various plans including the Cohu, Inc. 1998 Stock Option Plan (the "1998 Plan"). All options granted under such plans, including the 1998 Plan, are made pursuant to the terms of such plans and an Incentive and Nonqualified Stock Option Agreement.

Included as Exhibit 99.1 to this Form 8-K is the Cohu, Inc. Incentive and Nonqualified Stock Option Agreement (1998 Stock Option Plan) pursuant to which all employee stock options are granted.

**Item 9.01. Financial Statements and Exhibits.**

EXHIBIT NO. DESCRIPTION

99.1 - Cohu, Inc. Incentive and Nonqualified Stock Option Agreement  
(1998 Stock Option Plan)

**Top of the Form**

**SIGNATURES**

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.

Cohu, Inc.

*January 11, 2005*

By: *John H. Allen*

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*Name: John H. Allen*

*Title: VP Finance & CFO*

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**Top of the Form**

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Cohu, Inc. Incentive and Nonqualified Stock Option Agreement (1998 Stock Option Plan)