

CEDRONE NICHOLAS J  
Form SC 13G/A  
January 27, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 7)\*

Cohu, Inc.

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(Name of Issuer)

Common Stock, \$1.00 Par Value

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(Title of Class of Securities)

001751-19257610

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(CUSIP Number)

December 31, 2005

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

**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.**



13G

CUSIP No. 001751-19257610

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):  
Nicholas J. Cedrone

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2. Check the Appropriate Box if a Member of a Group:  
(a)   
(b)

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3. SEC Use Only:

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4. Citizenship or Place of Organization:  
United States

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power:  
1,336,138

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6. Shared Voting Power:

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7. Sole Dispositive Power:  
1,336,138

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8. Shared Dispositive Power:

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
1,336,138

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):  
5.97%

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12. Type of Reporting Person:  
IN

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**Item 1(a)**

Name of Issuer:  
Cohu, Inc.

**Item 1(b)** Address of  
Issuer's Principal  
Executive  
Offices:  
12367  
Crothwaite  
Circle, Poway,  
CA 92064

**Item 2(a)** Name of Person  
Filing:  
Nicholas J.  
Cedrone

**Item 2(b)** Address of  
Principal  
Business Office  
or, if None,  
Residence:  
One Monarch  
Drive, Littleton,  
MA 01460

**Item 2(c)** Citizenship:  
United States

**Item 2(d)** Title of Class of  
Securities:  
Common Stock,  
\$1.00 par value

**Item 2(e)** CUSIP Number:  
001751-19257610

**Item 3** If this  
statement is  
filed pursuant  
to  
Rule 13d-1(c),  
check this box

**Item 4** Ownership

The aggregate number and percentage of the class of securities of the issuer identified in Item 1 owned by Mr. Cedrone on December 31, 2004 was as follows:

- (a) Amount beneficially owned: 1,336,138.
  - (b) Percent of class: 5.97%.
  - (c) Number of shares as to which the person has:
    - (i) Sole power to vote or to direct the vote 1,336,138.
    - (ii) Shared power to vote or to direct the vote \_\_\_\_\_.
    - (iii) Sole power to dispose or to direct the disposition of 1,336,138.
    - (iv) Shared power to dispose or to direct the disposition of \_\_\_\_\_.
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**Item 5 Ownership of  
Five Percent or  
Less of a Class**

Not Applicable.

**Item 6 Ownership of  
More than Five  
Percent on  
Behalf of  
Another  
Person**

Not Applicable.

**Item 7 Identification  
and  
Classification  
of the  
Subsidiary  
Which  
Acquired the  
Security Being  
Reported on by  
the Parent  
Holding  
Company**

Not Applicable.

**Item 8 Identification  
and  
Classification  
of Members of  
the Group**

Not Applicable.

**Item 9 Notice of  
Dissolution of  
Group**

Not Applicable.

**Item 10 Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 26, 2006



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(Date)

/s/ Nicholas J. Cedrone

(Signature)

Nicholas J. Cedrone