

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.

(Name of Issuer)

Common Stock, \$1.00 Par Value

(Title of Class of Securities)

001751-19257610

(CUSIP Number)

December 31, 2005

(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

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

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

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
1,336,138

6. Shared Voting Power:

7. Sole Dispositive Power:
1,336,138

8. Shared Dispositive Power:

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

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

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

12. Type of Reporting Person:
IN

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 _____.
-

**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