PDF SOLUTIONS INC

Form 4

October 12, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * HAWIT ANDRE			2. Issuer Name and Ticker or Trading Symbol PDF SOLUTIONS INC [PDFS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
333 WEST SAN CARLOS			10/10/2005	_X_ Officer (give title Other (specify			
STREET, SUITE 700				below) below) VP of Software Development			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE, CA 95110				Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common $S^{(1)}$ 10/10/2005 100 D \$ 15.55 1,480,619 D Stock Common 10/10/2005 S 300 D \$ 15.56 D 1,480,319 Stock Common S 200 10/10/2005 D \$ 15.58 D 1,480,119 Stock Common 10/10/2005 S 100 D \$ 15.65 1,480,019 D Stock Common 10/10/2005 S 493 D \$ 15.67 1,479,526 D Stock

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Common Stock	10/10/2005	S	199	D	\$ 15.72	1,479,327	D
Common Stock	10/11/2005	S	482	D	\$ 16.2	1,478,845	D
Common Stock	10/11/2005	S	289	D	\$ 16.33	1,478,556	D
Common Stock	10/11/2005	S	99	D	\$ 16.34	1,478,457	D
Common Stock	10/11/2005	S	130	D	\$ 16.56	1,478,327	D
Common Stock	10/11/2005	S	3,800	D	\$ 16.5847	1,474,527	D
Common Stock	10/11/2005	S	100	D	\$ 16.79	1,474,427	D
Common Stock	10/11/2005	S	100	D	\$ 16.89	1,474,327	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration D	ate	Amoun	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivativ	re		Securit	ies	(Instr. 5)
	Derivative				Securities	S		(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration		or	
						Exercisable Da	Date		Number	
				C 1	V (A) (D)				of	
				Code	V (A) (D)			,	Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

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HAWIT ANDRE 333 WEST SAN CARLOS STREET SUITE 700 SAN JOSE, CA 95110

VP of Software Development

Signatures

/s/ P. Steven Melman, Attorney-in-Fact for Andre Hawit

10/12/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 sales plan dated August 26, 2005 between the Reporting Person and Goldman, Sachs & Co.

Remarks:

This Form 4 is the second of two Form 4 reports filed on October 12, 2005 regarding the Reporting Person's sale of Common 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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