

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
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REPORTING OWNER

HAWIT ANDRE

CIK: **1264942**

Type: **4** | Act: **34** | File No.: **000-31311** | Film No.: **06514116**

Mailing Address

333 W SAN CARLOS ST
STE 700
SAN JOSE CA 95110

Business Address

408-280-7900

ISSUER

PDF SOLUTIONS INC

CIK: **1120914** | IRS No.: **251701361** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7371** Computer programming services

Mailing Address

333 WEST SAN JOSE STREET
SUITE 700
SAN JOSE CA 95110

Business Address

333 WEST SAN CARLOS
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SUITE 700
SAN JOSE CA 95110
4082807900

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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. 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) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) VP of Software Development		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
333 WEST SAN CARLOS STREET, SUITE 700			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SAN JOSE, CA 95110								
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2006		<u>S</u>	(1)	200	D	\$15.99	1,248,457	D	
Common Stock	01/03/2006		<u>S</u>		100	D	\$16	1,248,357	D	
Common Stock	01/03/2006		<u>S</u>		200	D	\$16.005	1,248,157	D	
Common Stock	01/03/2006		<u>S</u>		500	D	\$16.01	1,247,657	D	
Common Stock	01/03/2006		<u>S</u>		200	D	\$16.015	1,247,457	D	
Common Stock	01/03/2006		<u>S</u>		200	D	\$16.02	1,247,257	D	
Common Stock	01/03/2006		<u>S</u>		1,000	D	\$16.03	1,246,257	D	
Common Stock	01/03/2006		<u>S</u>		100	D	\$16.04	1,246,157	D	
Common Stock	01/03/2006		<u>S</u>		200	D	\$16.045	1,245,957	D	
Common Stock	01/03/2006		<u>S</u>		1,655	D	\$16.05	1,244,302	D	
Common Stock	01/03/2006		<u>S</u>		300	D	\$16.06	1,244,002	D	
Common Stock	01/03/2006		<u>S</u>		100	D	\$16.08	1,243,902	D	
Common Stock	01/03/2006		<u>S</u>		200	D	\$16.09	1,243,702	D	
Common Stock	01/03/2006		<u>S</u>		200	D	\$16.1	1,243,502	D	
Common Stock	01/03/2006		<u>S</u>		400	D	\$16.105	1,243,102	D	
Common Stock	01/03/2006		<u>S</u>		100	D	\$16.11	1,243,002	D	

Common Stock	01/03/2006		<u>S</u>		100	D	\$16.12	1,242,902	D	
Common Stock	01/03/2006		<u>S</u>		400	D	\$16.13	1,242,502	D	
Common Stock	01/03/2006		<u>S</u>		100	D	\$16.15	1,242,402	D	
Common Stock	01/03/2006		<u>S</u>		100	D	\$16.16	1,242,302	D	
Common Stock	01/03/2006		<u>S</u>		400	D	\$16.17	1,241,902	D	
Common Stock	01/03/2006		<u>S</u>		100	D	\$16.18	1,241,802	D	
Common Stock	01/03/2006		<u>S</u>		200	D	\$16.185	1,241,602	D	
Common Stock	01/03/2006		<u>S</u>		3,700	D	\$16.19	1,237,902	D	
Common Stock	01/03/2006		<u>S</u>		100	D	\$16.2	1,237,802	D	
Common Stock	01/03/2006		<u>S</u>		200	D	\$16.205	1,237,602	D	
Common Stock	01/03/2006		<u>S</u>		200	D	\$16.21	1,237,402	D	
Common Stock	01/03/2006		<u>S</u>		200	D	\$16.22	1,237,202	D	
Common Stock	01/03/2006		<u>S</u>		1,170	D	\$16.23	1,236,032	D	
Common Stock	01/03/2006		<u>S</u>		900	D	\$16.24	1,235,132	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

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 first of two Form 4 reports filed on January 5, 2006 regarding the Reporting Person's sale of Common Stock on January 3, 2006 and January 4, 2006 per his 10b5-1 sales plan dated August 26, 2005.

Signatures

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

** Signature of Reporting Person

01/05/2006

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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