PDF SOLUTIONS INC

Form 4

February 09, 2006

FORM 4

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

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * KIBARIAN JOHN KACHIG

(First)

2. Issuer Name and Ticker or Trading Symbol

PDF SOLUTIONS INC [PDFS]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

333 WEST SAN CARLOS STREET, SUITE 700

(Month/Day/Year)

_X__ Director X_ Officer (give title

_X__ 10% Owner __ Other (specify

02/08/2006

below) CEO, President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/08/2006		S <u>(1)</u>	200	D	\$ 17.145	2,580,556	D	
Common Stock	02/08/2006		S	200	D	\$ 17.175	2,580,356	D	
Common Stock	02/08/2006		S	100	D	\$ 17.18	2,580,256	D	
Common Stock	02/08/2006		S	200	D	\$ 17.225	2,580,056	D	
Common Stock	02/08/2006		S	100	D	\$ 17.23	2,579,956	D	

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Common Stock	02/08/2006	S	100	D	\$ 17.24 2,579,856	D
Common Stock	02/08/2006	S	200	D	\$ 17.255 2,579,656	D
Common Stock	02/08/2006	S	100	D	\$ 17.26 2,579,556	D
Common Stock	02/08/2006	S	100	D	\$ 17.27 2,579,456	D
Common Stock	02/08/2006	S	65	D	\$ 17.28 2,579,391	D
Common Stock	02/08/2006	S	200	D	\$ 17.31 2,579,191	D
Common Stock	02/08/2006	S	248	D	\$ 17.33 2,578,943	D
Common Stock	02/08/2006	S	200	D	\$ 17.34 2,578,743	D
Common Stock	02/08/2006	S	100	D	\$ 17.35 2,578,643	D
Common Stock	02/08/2006	S	300	D	\$ 17.36 2,578,343	D
Common Stock	02/08/2006	S	14	D	\$ 17.37 2,578,329	D
Common Stock	02/08/2006	S	100	D	\$ 17.42 2,578,229	D
Common Stock	02/08/2006	S	200	D	\$ 17.45 2,578,029	D
Common Stock	02/08/2006	S	100	D	\$ 17.51 2,577,929	D
Common Stock	02/08/2006	S	100	D	\$ 17.57 2,577,829	D
Common Stock	02/08/2006	S	217	D	\$ 17.58 2,577,612	D
Common Stock	02/08/2006	S	300	D	\$ 17.61 2,577,312	D
Common Stock	02/08/2006	S	300	D	\$ 17.62 2,577,012	D
Common Stock	02/08/2006	S	204	D	\$ 17.63 2,576,808	D
Common Stock	02/08/2006	S	52	D	\$ 17.66 2,576,756	D

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

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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 Exerc	isable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration Da	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivative	e		Securit	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
							Expiration Date			
									Number	
									of	
				Code	V (A) (D)				Shares	

Deletionships

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
KIBARIAN JOHN KACHIG 333 WEST SAN CARLOS STREET SUITE 700 SAN JOSE, CA 95110	X	X	CEO, President				

Signatures

/S/ P. Steven Melman, Attorney-in-Fact for John K. 02/08/2006 Kibarian

> **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).
- 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.

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.

Reporting Owners 3

9. Nu Deriv

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