PDF SOLUTIONS INC

Form 4 June 02, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31,

2005

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Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KIBARIAN JOHN KACHIG Issuer Symbol PDF SOLUTIONS INC [PDFS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title _ Other (specify 333 WEST SAN CARLOS 05/31/2006 below) STREET, SUITE 700 CEO, President (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 Form filed by More than One Reporting Person

SAN JOSE, CA 95110

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative	Secui	rities Acqu	ired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	f Transaction(A) or Dispose Code (Instr. 3, 4 and		str. 3, 4 and 5)		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	05/31/2006		S(1)	200	D	\$ 13.055	2,516,556	D	
Common Stock	05/31/2006		S	200	D	\$ 13.06	2,516,356	D	
Common Stock	05/31/2006		S	100	D	\$ 13.07	2,516,256	D	
Common Stock	05/31/2006		S	200	D	\$ 13.08	2,516,056	D	
Common Stock	05/31/2006		S	100	D	\$ 13.11	2,515,956	D	

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Common Stock	05/31/2006	S	100	D	\$ 13.12 2,515,856	D
Common Stock	05/31/2006	S	100	D	\$ 13.13 2,515,756	D
Common Stock	05/31/2006	S	300	D	\$ 13.14 2,515,456	D
Common Stock	05/31/2006	S	300	D	\$ 13.15 2,515,156	D
Common Stock	05/31/2006	S	400	D	\$ 13.16 2,514,756	D
Common Stock	05/31/2006	S	300	D	\$ 13.17 2,514,456	D
Common Stock	05/31/2006	S	100	D	\$ 13.18 2,514,356	D
Common Stock	05/31/2006	S	133	D	\$ 13.19 2,514,223	D
Common Stock	05/31/2006	S	100	D	\$ 13.2 2,514,123	D
Common Stock	05/31/2006	S	200	D	\$ 13.21 2,513,923	D
Common Stock	05/31/2006	S	100	D	\$ 13.22 2,513,823	D
Common Stock	05/31/2006	S	67	D	\$ 13.23 2,513,756	D
Common Stock	05/31/2006	S	100	D	\$ 13.24 2,513,656	D
Common Stock	05/31/2006	S	100	D	\$ 13.25 2,513,556	D
Common Stock	05/31/2006	S	100	D	\$ 13.26 2,513,456	D
Common Stock	05/31/2006	S	100	D	\$ 13.27 2,513,356	D
Common Stock	05/31/2006	S	200	D	\$ 13.28 2,513,156	D
Common Stock	05/31/2006	S	100	D	\$ 13.39 2,513,056	D
Common Stock	05/31/2006	S	100	D	\$ 13.4 2,512,956	D
Common Stock	05/31/2006	S	100	D	\$ 13.41 2,512,856	D
	05/31/2006	S	100	D	\$ 13.42 2,512,756	D

Common Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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)	4. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	Amou Under Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

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

Signatures

/s/ P. Steven Melman, Attorney-in-Fact for John K. 06/02/2006 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.

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