PDF SOLUTIONS INC

Form 4 May 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MICHAELS KIMON			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)		(Middle)	3. Date of Earliest Transaction	(Energy an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
333 WEST SAN CARLOS			04/29/2005	X Officer (give title Other (specify below)		
STREET, SUITE 700				Co-VP of Client Services		
	(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 PersonForm filed by More than One Reporting		
SAN JOSE, CA 95110				Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, 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)	3. Transactio Code (Instr. 8)		sed of	` '	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)
Common			Code V	Amount	(D)	Price	(Ilisti. 3 aliu 4)		
Stock	04/29/2005		S	400	D	\$ 12.975	1,542,676	D	
Common Stock	04/29/2005		S	100	D	\$ 12.97	1,542,576	D	
Common Stock	04/29/2005		S	2,600	D	\$ 12.98	1,539,976	D	
Common Stock	04/29/2005		S	200	D	\$ 13.03	1,539,776	D	
Common Stock	04/29/2005		S	100	D	\$ 13.04	1,539,676	D	

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Common Stock	04/29/2005	S	4,100	D	\$ 13.1261	1,535,576	D
Common Stock	05/02/2005	S	200	D	\$ 12.975	1,535,376	D
Common Stock	05/02/2005	S	200	D	\$ 12.98	1,535,176	D
Common Stock	05/02/2005	S	300	D	\$ 12.95	1,534,876	D
Common Stock	05/02/2005	S	200	D	\$ 12.985	1,534,676	D
Common Stock	05/02/2005	S	100	D	\$ 12.91	1,534,576	D
Common Stock	05/02/2005	S	200	D	\$ 12.895	1,534,376	D
Common Stock	05/02/2005	S	400	D	\$ 13.02	1,533,976	D
Common Stock	05/02/2005	S	200	D	\$ 12.875	1,533,776	D
Common Stock	05/02/2005	S	400	D	\$ 13.01	1,533,376	D
Common Stock	05/02/2005	S	200	D	\$ 12.995	1,533,176	D
Common Stock	05/02/2005	S	100	D	\$ 13.13	1,533,076	D
Common Stock	05/02/2005	S	200	D	\$ 13.125	1,532,876	D
Common Stock	05/02/2005	S	100	D	\$ 13.11	1,532,776	D
Common Stock	05/02/2005	S	300	D	\$ 12.83	1,532,476	D
Common Stock	05/02/2005	S	178	D	\$ 13.16	1,532,298	D
Common Stock	05/02/2005	S	300	D	\$ 13.1267	1,531,998	D
Common Stock	05/02/2005	S	109	D	\$ 12.89	1,531,889	D
Common Stock	05/02/2005	S	100	D	\$ 12.86	1,531,789	D
Common Stock	05/02/2005	S	100	D	\$ 12.87	1,531,689	D
	05/02/2005	S	100	D	\$ 12.74	1,531,589	D

200

Common Stock							
Common Stock	05/02/2005	S	100	D	\$ 12.85	1,531,489	D
Common	05/02/2005	C	200	ъ	ф 1 2 0 7	1 521 200	ъ

S

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

D

\$ 12.97 1,531,289

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

			4. Transacti	5. orNumber					8. Price of Derivative	9. Nu Deriv
or Exercise		any	Code	of	(Month/Day	/Year)	Underlyi	ng	Security	Secui
) Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	s	(Instr. 5)	Bene
Derivative				Securities	S		(Instr. 3 a	and 4)		Owne
Security				Acquired						Follo
·				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
							Λ.	mount		
					Date	Expiration				
					Exercisable	Date				
			Code V	(A) (D)						
,	conversion or Exercise Price of Derivative	ive Conversion (Month/Day/Year) or Exercise Price of Derivative	ive Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	ive Conversion (Month/Day/Year) Execution Date, if Transactive or Exercise any Code (Month/Day/Year) (Instr. 8) Derivative Security	ive Conversion (Month/Day/Year) Execution Date, if TransactionNumber any Code of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	ive Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Day or Exercise any Code of (Month/Day/Year) Price of Derivative Security Security Security Security Security Security Security Date Exercisable	ive Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date any Code of (Month/Day/Year) Price of Derivative Security Security Security Security Security Security Security Security Security Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Date Expiration Exercisable Date	TransactionNumber Expiration Date Amount Code of (Month/Day/Year) Underlying Securities Security Execution Date, if TransactionNumber Expiration Date Amount Code of (Month/Day/Year) Underlying Securities Securities Securities Securities Securities (Instr. 3 and 5) Date Expiration Date Amount Code of (Month/Day/Year) Underlying Securities Securities Securities Securities (Instr. 3 and 5) Date Expiration Date Of Title North Month/Day/Year) Underlying Securities Securities Securities (Instr. 3 and 5)	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Securities Price of Derivative Security Security Security Securities Date Expiration Date Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration or Number of Number of Securities (Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Transaction Number of Expiration Date of Exercise any Code of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Security Securities (Instr. 3) and 4) Security Date Expiration Date (Month/Day/Year) (Instr. 3) Amount of (Instr. 5) Date Expiration Date (Month/Day/Year) (Instr. 5) Date Expiration Date (Month/Day/Year) (Instr. 5) Amount of Derivative Security (Instr. 5) Instr. 5) Date Expiration Date (Instr. 3) Amount or Date Expiration Date (Instr. 5) Title Number of

Reporting Owners

05/02/2005

Stock

Reporting Owner Name / Address			Relationships			
.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Director	10% Owner	Officer	Other		
MICHAELS KIMON 333 WEST SAN CARLOS STREET SUITE 700 SAN JOSE, CA 95110	X		Co-VP of Client Services			
Signatures						

/s/ P. Steven Melman, Attorney-in-Fact for Kimon W. 05/03/2005 Michaels

> **Signature of Reporting Person Date

3 Reporting Owners

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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).

Remarks:

This Form 4 is one of two Form 4 reports filed for sales on April 29, 2005 and May 2, 2005.

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.