PDF SOLUTIONS INC

Form 4 May 26, 2005

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or

obligations

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

3000 SAND HILL

(Print or Type Responses)

1. Name and Address of Reporting Person \* LUCAS DONALD L

2. Issuer Name and Ticker or Trading Symbol

PDF SOLUTIONS INC [PDFS]

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 05/26/2005

ROAD, BUILDING #3, SUITE 210

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

7. Nature of

Ownership

(Instr. 4)

Indirect

2005

0.5

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

(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 5. Amount of 6. Ownership Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Following (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amount of 8

**Underlying Securities** 

(Instr. 3 and 4)

#### Edgar Filing: PDF SOLUTIONS INC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or (D (In	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2001 Stock Plan Option (Right to Buy)	\$ 12.33	05/26/2005		A	1.	5,000		<u>(1)</u>	05/25/2015	Common Stock	15,000
2001 Stock Plan Option (Right to Buy)	\$ 12.33	05/26/2005		A	5	5,000		<u>(1)</u>	05/25/2015	Common Stock	5,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·F. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
LUCAS DONALD L 3000 SAND HILL ROAD BUILDING #3, SUITE 210 MENLO PARK, CA 94025	X						

### **Signatures**

Person

/s/ DONALD L.
LUCAS

\*\*Signature of Reporting 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) 12/48ths of the total shares subject to the option (the "Total Shares") vest on May 26, 2006 and 1/48th of the Total Shares shall vest on the 26th day of each month thereafter, provided that the reporting person continues to serve as a Director of PDFS.

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 2