HAWIT ANDRE Form 4

November 28, 2005

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

Stock

Stock

Common

11/21/2005

(Print or Type Responses)

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)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
333 WEST SAN CARLOS			11/21/2005	X Officer (give title Other (specify below)			
STREET, SUITE 700				VP of Software Development			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che			
			Filed(Month/Day/Year)	Applicable Line)			
SAN JOSE, C	CA 95110			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(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 Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Code Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common $S^{(1)}$ 11/21/2005 300 D \$ 16.72 1,374,027 D Stock Common \$ 16.735 1,373,627 11/21/2005 S 400 D D Stock Common S 300 11/21/2005 D \$ 16.74 D 1,373,327 Stock Common 11/21/2005 S 391 D \$ 16.76 1,372,936 D

409

D

\$ 16.76

D

1,372,527

S

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Common Stock	11/21/2005	S	200	D	\$ 16.765	1,372,327	D
Common Stock	11/21/2005	S	900	D	\$ 16.77	1,371,427	D
Common Stock	11/21/2005	S	500	D	\$ 16.78	1,370,927	D
Common Stock	11/21/2005	S	2,300	D	\$ 16.79	1,368,627	D
Common Stock	11/21/2005	S	3,730	D	\$ 16.8	1,364,897	D
Common Stock	11/21/2005	S	300	D	\$ 16.8033	1,364,597	D
Common Stock	11/21/2005	S	200	D	\$ 16.805	1,364,397	D
Common Stock	11/21/2005	S	4,008	D	\$ 16.81	1,360,389	D
Common Stock	11/21/2005	S	3,751	D	\$ 16.82	1,356,638	D
Common Stock	11/21/2005	S	400	D	\$ 16.825	1,356,238	D
Common Stock	11/21/2005	S	1,371	D	\$ 16.83	1,354,867	D
Common Stock	11/21/2005	S	378	D	\$ 16.84	1,354,489	D
Common Stock	11/21/2005	S	262	D	\$ 16.85	1,354,227	D
Common Stock	11/21/2005	S	100	D	\$ 16.87	1,354,127	D
Common Stock	11/21/2005	S	300	D	\$ 16.9	1,353,827	D
Common Stock	11/21/2005	S	100	D	\$ 16.91	1,353,727	D
Common Stock	11/21/2005	S	400	D	\$ 16.92	1,353,327	D
Common Stock	11/22/2005	S	4,121	D	\$ 17.05	1,349,206	D

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

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SEC 1474 (9-02)

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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 Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
						Date	Expiration	Title N	ı Iumber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HAWIT ANDRE 333 WEST SAN CARLOS STREET **SUITE 700** SAN JOSE, CA 95110

VP of Software Development

Signatures

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

11/28/2005

**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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