PDF SOLUTIONS INC

Form 4

December 06, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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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

1(b).

(Print or Type Responses)

| 1. Name and Addr HAWIT AND | * | g Person * | 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 | | | | |
| 333 WEST SAN CARLOS STREET, SUITE 700 | | | (Month/Day/Year) 12/04/2006 | Director 10% Owner _X_ Officer (give title Other (specify below) VP of Software Development | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| SAN JOSE, CA 95110 | | | Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Form filed by More than One Person | | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic | | | | |

| (City) | (State) (| Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|---|---|-------|--|--|---|----------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | | Price | (Instr. 3 and 4) | | |
| Common Stock | 12/04/2006 | | S(1) | 100 | D | \$ 14.76 | 1,029,227 | D | |
| Common Stock | 12/04/2006 | | S | 100 | D | \$ 14.79 | 1,029,127 | D | |
| Common Stock | 12/04/2006 | | S | 100 | D | \$ 14.85 | 1,029,027 | D | |
| Common Stock | 12/04/2006 | | S | 100 | D | \$ 14.86 | 1,028,927 | D | |
| Common Stock | 12/04/2006 | | S | 300 | D | \$ 14.89 | 1,028,627 | D | |

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| Common Stock | 12/04/2006 | S | 100 | D | \$ 14.92 | 1,028,527 | D |
|-----------------|------------|---|-------|---|-------------|-----------|---|
| Common Stock | 12/04/2006 | S | 100 | D | \$ 14.93 | 1,028,427 | D |
| Common Stock | 12/04/2006 | S | 200 | D | \$ 14.95 | 1,028,227 | D |
| Common Stock | 12/04/2006 | S | 100 | D | \$ 14.96 | 1,028,127 | D |
| Common Stock | 12/04/2006 | S | 200 | D | \$ 14.98 | 1,027,927 | D |
| Common Stock | 12/04/2006 | S | 148 | D | \$ 15.01 | 1,027,779 | D |
| Common Stock | 12/04/2006 | S | 500 | D | \$ 15.02 | 1,027,279 | D |
| Common Stock | 12/04/2006 | S | 152 | D | \$ 15.03 | 1,027,127 | D |
| Common Stock | 12/04/2006 | S | 300 | D | \$ 15.04 | 1,026,827 | D |
| Common Stock | 12/04/2006 | S | 3,500 | D | \$ 15.05 | 1,023,327 | D |
| Common Stock | 12/04/2006 | S | 300 | D | \$ 15.06 | 1,023,027 | D |
| Common Stock | 12/04/2006 | S | 100 | D | \$ 15.07 | 1,022,927 | D |
| Common Stock | 12/04/2006 | S | 400 | D | \$ 15.08 | 1,022,527 | D |
| Common Stock | 12/04/2006 | S | 100 | D | \$ 15.1 | 1,022,427 | D |
| Common Stock | 12/04/2006 | S | 100 | D | \$ 15.14 | 1,022,327 | D |

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

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

SEC 1474 (9-02)

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 Exercisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|--------------|-------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orNumber | Expiration Date | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativo | e | Securities | (Instr. 5) | Bene |
| | | | | | | | | | |

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Derivative Securities (Instr. 3 and 4)
Security Acquired

Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

Number of Shares Own

Follo

Repo

Trans

(Insti

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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 12/06/2006

**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).
- (1) All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan dated May 24, 2006 between the Reporting Person and his broker.

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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