**HAWIT ANDRE** Form 4 January 03, 2007

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**SECURITIES** 

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

#### if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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).

Stock

Stock

Common

01/03/2007

(Print or Type Responses)

71	1												
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					
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction						(Check all applicable)				
333 WEST STREET, S	(Month/Day/Year) 12/29/2006					Director 10% Owner Officer (give title Other (specify below) VP of Software Development							
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
SAN JOSE,	CA 95110								Form filed by N Person	More than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deer (Month/Day/Year) Execution any (Month/I			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature Form: Direct Indirect (D) or Benefici. Indirect (I) Ownersh (Instr. 4) (Instr. 4)				
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	12/29/2006			S(1)		400	D	\$ 15.05	1,004,927	D			
Common Stock	01/03/2007			S		100	D	\$ 14.41	1,004,827	D			
Common Stock	01/03/2007			S		200	D	\$ 14.48	1,004,627	D			
Common	01/03/2007			S		100	D	\$	1,004,527	D			

S

100

D

14.49

\$ 14.5 1,004,427

D

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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Common Stock	01/03/2007	S	200	D	\$ 14.51	1,004,227	D
Common Stock	01/03/2007	S	100	D	\$ 14.58	1,004,127	D
Common Stock	01/03/2007	S	100	D	\$ 14.59	1,004,027	D
Common Stock	01/03/2007	S	100	D	\$ 14.6	1,003,927	D
Common Stock	01/03/2007	S	200	D	\$ 14.61	1,003,727	D
Common Stock	01/03/2007	S	300	D	\$ 14.64	1,003,427	D
Common Stock	01/03/2007	S	100	D	\$ 14.65	1,003,327	D
Common Stock	01/03/2007	S	100	D	\$ 14.66	1,003,227	D
Common Stock	01/03/2007	S	200	D	\$ 14.69	1,003,027	D
Common Stock	01/03/2007	S	100	D	\$ 14.73	1,002,927	D
Common Stock	01/03/2007	S	200	D	\$ 14.75	1,002,727	D
Common Stock	01/03/2007	S	100	D	\$ 14.76	1,002,627	D
Common Stock	01/03/2007	S	100	D	\$ 14.77	1,002,527	D
Common Stock	01/03/2007	S	198	D	\$ 14.78	1,002,329	D
Common Stock	01/03/2007	S	100	D	\$ 14.79	1,002,229	D
Common Stock	01/03/2007	S	2	D	\$ 14.81	1,002,227	D
Common Stock	01/03/2007	S	200	D	\$ 14.82	1,002,027	D
Common Stock	01/03/2007	S	100	D	\$ 14.84	1,001,927	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 Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date		Amount	t 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)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number			
				C + V	(A) (D)						
				Code V	(A) (D)			S	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

01/03/2007

\*\*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 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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