HAWIT ANDRE Form 4

December 01, 2008 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

January 31,

2005

Number: Expires:

> Estimated average burden hours per response... 0.5

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).

(Print or Type Responses)

1. Name and Addr HAWIT AND	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (M		(Middle)	PDF SOLUTIONS INC [PDFS] 3. Date of Earliest Transaction	(Check all applicable)			
333 WEST SAN CARLOS STREET, SUITE 700			(Month/Day/Year) 11/26/2008	Director 10% Owner Specify oblow) Other (specify below) VP/GM Yield Mngmt Solutions			
	(Street)		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 Form filed by More than One Reporting			
SAN JOSE, CA	A 95110 (State)	(Zin)		Person			

	(City)	(State) (le I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
	Title of curity	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transacti	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities	6. Ownership Form: Direct		
(In	str. 3)		any	Code				Beneficially	(D) or		
			(Month/Day/Year) (Instr. 8)			Owned	Indirect (I)	Ownership			
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
						(A)		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
	ommon ock	11/26/2008		S(1)	642,194	D	<u>(2)</u>	7,000	D		

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)

Edgar Filing: HAWIT ANDRE - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	nstr. 8) Derivative				Secur	ities	(Instr. 5)
	Derivative				Secu	Securities		(Ins		. 3 and 4)	
	Security				Acq	Acquired			, , , , , , , , , , , , , , , , , , ,		
	Ĭ			(A) or							
					` ′	osed					
					of (I	D)					
						(Instr. 3,					
					4, an	- 1					
					,						
										Amount	
							Date	Expiration		or	
							Exercisable Date	Title Number			
							LACICISADIC	Dute		of	
				Code	V (A)	(D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HAWIT ANDRE 333 WEST SAN CARLOS STREET SUITE 700

VP/GM Yield Mngmt Solutions

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

SAN JOSE, CA 95110

/s/ P. Steven Melman, Attorney-in-Fact for Andre Hawit 11/26/2008

**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) Involuntary sale executed by the broker of the reporting person to meet a margin call.
- (2) The average sales price was \$2.30 per share.

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