SHAHBAZIAN MICHAEL

Form 4

March 15, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

Check this box

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 Address of Report SHAHBAZIAN MICHA	_	2. Issuer Name and Ticker or Trading Symbol PDF SOLUTIONS INC [PDFS]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
333 W. SAN CARLOS ST., SUITE 700		(Month/Day/Year) 03/13/2012	Director 10% Owner Selection Other (specify below) Vice President			
(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 Person Form filed by More than One Reporting Person			

(City)	(State) (A	Table	e I - Non-D	erivative Securities	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Pr	rice (Instr. 3 and 4)		
Common Stock	03/13/2012		A	9,000 A \$	0 14,646 (2)	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: SHAHBAZIAN MICHAEL - Form 4

1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title	Number		
							Lacicisable	Date		of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHAHBAZIAN MICHAEL 333 W. SAN CARLOS ST. SUITE 700 SAN JOSE, CA 95110

Vice President

Signatures

Reporting Person

/s/ Michael

Shahbazian 03/15/2012
**Signature of 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).

On March 13, 2012, the Board of Directors approved a grant to Mr. Shahbazian of stock purchase rights under the Company's 2011 Incentive Stock Plan covering 9,000 shares of the Company's Common Stock (the "RSU"). The RSU will vest (and shares will be issued)

- (1) in the following manner: 4,500 of the total shares shall vest and become exercisable on March 26, 2012, and 4,500 of the total shares shall vest and become exercisable on April 15, 2012, provided that Mr. Shahbazian remains in continuous service with the Company through each such vesting date.
- Excludes the total of 3,354 shares disposition to satisfy tax withholding obligations with respect to the vesting of restricted stock rights granted by the Company on June 18, 2011 as reported on the Company's Form 3, filed on June 24, 2011.

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