

PDF SOLUTIONS INC
Form 4
November 01, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MacLean Kevin

(Last) (First) (Middle)

333 WEST SAN CARLOS ST., SUITE 700

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PDF SOLUTIONS INC [PDFS]

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
VP, Gen. Manager DFM Solutions

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	10/28/2005		S		1,200	D	\$ 14.08	8,800	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		400	D	\$ 14.09	8,400	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		200	D	\$ 14.1	8,200	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		1,500	D	\$ 14.11	6,700	I	MacLean Revocable

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Common Stock	10/28/2005	S	1,400	D	\$ 14.12	5,300	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	2,352	D	\$ 14.13	2,948	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	1,200	D	\$ 14.14	1,748	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	101	D	\$ 14.15	1,647	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	200	D	\$ 14.17	1,447	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	100	D	\$ 14.2	1,347	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	1,000	D	\$ 14.24	347	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	100	D	\$ 14.25	247	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	100	D	\$ 14.28	147	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	47	D	\$ 14.3	100	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	100	D	\$ 14.4	0	I	Trust	
								MacLean Revocable Trust	
Common Stock	10/28/2005	S	900	D	\$ 14.446	1,000	I	by IRA	
Common Stock	10/28/2005	S	1,000	D	\$ 14.5124	0	I	by IRA	

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacLean Kevin 333 WEST SAN CARLOS ST. SUITE 700 SAN JOSE, CA 95110			VP, Gen. Manager DFM Solutions	

Signatures

/s/ P. Steven Melman,
 Attorney-in-Fact 11/01/2005
 **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).
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