

HAWIT ANDRE
Form 4
December 14, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
HAWIT ANDRE

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)
333 WEST SAN CARLOS STREET, SUITE 700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Software Development

SAN JOSE, CA 95110
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 8) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/12/2005 | | S ⁽¹⁾ | | 100 | D | \$ 16.23 1,295,357 |
| Common Stock | 12/12/2005 | | S | | 400 | D | \$ 16.25 1,294,957 |
| Common Stock | 12/12/2005 | | S | | 300 | D | \$ 16.2567 1,294,657 |
| Common Stock | 12/12/2005 | | S | | 300 | D | \$ 16.26 1,294,357 |
| Common Stock | 12/12/2005 | | S | | 500 | D | \$ 16.27 1,293,857 |

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| | | | | | | | |
|--------------|------------|---|-----|---|------------|-----------|---|
| Common Stock | 12/12/2005 | S | 400 | D | \$ 16.275 | 1,293,457 | D |
| Common Stock | 12/12/2005 | S | 217 | D | \$ 16.28 | 1,293,240 | D |
| Common Stock | 12/12/2005 | S | 200 | D | \$ 16.285 | 1,293,040 | D |
| Common Stock | 12/12/2005 | S | 400 | D | \$ 16.29 | 1,292,640 | D |
| Common Stock | 12/12/2005 | S | 1 | D | \$ 16.3 | 1,292,639 | D |
| Common Stock | 12/12/2005 | S | 200 | D | \$ 16.325 | 1,292,439 | D |
| Common Stock | 12/12/2005 | S | 200 | D | \$ 16.33 | 1,292,239 | D |
| Common Stock | 12/12/2005 | S | 200 | D | \$ 16.35 | 1,292,039 | D |
| Common Stock | 12/12/2005 | S | 200 | D | \$ 16.36 | 1,291,839 | D |
| Common Stock | 12/12/2005 | S | 100 | D | \$ 16.37 | 1,291,739 | D |
| Common Stock | 12/12/2005 | S | 100 | D | \$ 16.38 | 1,291,639 | D |
| Common Stock | 12/12/2005 | S | 18 | D | \$ 16.39 | 1,291,621 | D |
| Common Stock | 12/12/2005 | S | 400 | D | \$ 16.395 | 1,291,221 | D |
| Common Stock | 12/12/2005 | S | 282 | D | \$ 16.4077 | 1,290,939 | D |
| Common Stock | 12/12/2005 | S | 200 | D | \$ 16.41 | 1,290,739 | D |
| Common Stock | 12/12/2005 | S | 82 | D | \$ 16.48 | 1,290,657 | 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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | 12/12/2005 |
| **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).
- (1) All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 sales plan dated August 26, 2005 between the Reporting Person and Goldman, Sachs & Co.

Remarks:

This Form 4 is the second of two Form 4 reports filed on December 14, 2005 regarding the Reporting Person's sale of Common Stock.

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.