

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MICHAELS KIMON</u>  (Last) (First) (Middle) 333 WEST SAN CARLOS STREET SUITE 700  (Street) SAN JOSE CA 95110  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PDF SOLUTIONS INC [ PDFS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-VP of Client Services</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Common Stock	04/29/2005		S		400	D	\$12.975	1,542,676	D	
Common Stock	04/29/2005		S		100	D	\$12.97	1,542,576	D	
Common Stock	04/29/2005		S		2,600	D	\$12.98	1,539,976	D	
Common Stock	04/29/2005		S		200	D	\$13.03	1,539,776	D	
Common Stock	04/29/2005		S		100	D	\$13.04	1,539,676	D	
Common Stock	04/29/2005		S		4,100	D	\$13.1261	1,535,576	D	
Common Stock	05/02/2005		S		200	D	\$12.975	1,535,376	D	
Common Stock	05/02/2005		S		200	D	\$12.98	1,535,176	D	
Common Stock	05/02/2005		S		300	D	\$12.95	1,534,876	D	
Common Stock	05/02/2005		S		200	D	\$12.985	1,534,676	D	
Common Stock	05/02/2005		S		100	D	\$12.91	1,534,576	D	
Common Stock	05/02/2005		S		200	D	\$12.895	1,534,376	D	
Common Stock	05/02/2005		S		400	D	\$13.02	1,533,976	D	
Common Stock	05/02/2005		S		200	D	\$12.875	1,533,776	D	
Common Stock	05/02/2005		S		400	D	\$13.01	1,533,376	D	
Common Stock	05/02/2005		S		200	D	\$12.995	1,533,176	D	
Common Stock	05/02/2005		S		100	D	\$13.13	1,533,076	D	
Common Stock	05/02/2005		S		200	D	\$13.125	1,532,876	D	
Common Stock	05/02/2005		S		100	D	\$13.11	1,532,776	D	
Common Stock	05/02/2005		S		300	D	\$12.83	1,532,476	D	
Common Stock	05/02/2005		S		178	D	\$13.16	1,532,298	D	
Common Stock	05/02/2005		S		300	D	\$13.1267	1,531,998	D	
Common Stock	05/02/2005		S		109	D	\$12.89	1,531,889	D	
Common Stock	05/02/2005		S		100	D	\$12.86	1,531,789	D	
Common Stock	05/02/2005		S		100	D	\$12.87	1,531,689	D	
Common Stock	05/02/2005		S		100	D	\$12.74	1,531,589	D	

**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	(A) or (D)	Price			
Common Stock	05/02/2005		S		100	D	\$12.85	1,531,489	D	
Common Stock	05/02/2005		S		200	D	\$12.97	1,531,289	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

**Remarks:**

This Form 4 is one of two Form 4 reports filed for sales on April 29, 2005 and May 2, 2005.

/s/ P. Steven Melman,  
 Attorney-in-Fact for Kimon W. 05/03/2005  
 Michaels

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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