

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* <b>HAWIT ANDRE</b>  (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 <b>PDF SOLUTIONS INC [ PDFS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP of Software Development</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/06/2006</b>	
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	02/06/2006		S <sup>(1)</sup>		100	D	\$17.14	1,118,557	D	
Common Stock	02/06/2006		S		200	D	\$17.155	1,118,357	D	
Common Stock	02/06/2006		S		100	D	\$17.16	1,118,257	D	
Common Stock	02/06/2006		S		100	D	\$17.18	1,118,157	D	
Common Stock	02/06/2006		S		100	D	\$17.21	1,118,057	D	
Common Stock	02/06/2006		S		300	D	\$17.22	1,117,757	D	
Common Stock	02/06/2006		S		100	D	\$17.24	1,117,657	D	
Common Stock	02/06/2006		S		200	D	\$17.27	1,117,457	D	
Common Stock	02/06/2006		S		200	D	\$17.28	1,117,257	D	
Common Stock	02/06/2006		S		200	D	\$17.285	1,117,057	D	
Common Stock	02/06/2006		S		600	D	\$17.29	1,116,457	D	
Common Stock	02/06/2006		S		200	D	\$17.295	1,116,257	D	
Common Stock	02/06/2006		S		686	D	\$17.3	1,115,571	D	
Common Stock	02/06/2006		S		400	D	\$17.305	1,115,171	D	
Common Stock	02/06/2006		S		1,000	D	\$17.31	1,114,171	D	
Common Stock	02/06/2006		S		100	D	\$17.32	1,114,071	D	
Common Stock	02/06/2006		S		300	D	\$17.33	1,113,771	D	
Common Stock	02/06/2006		S		100	D	\$17.34	1,113,671	D	
Common Stock	02/06/2006		S		400	D	\$17.35	1,113,271	D	
Common Stock	02/06/2006		S		500	D	\$17.36	1,112,771	D	
Common Stock	02/06/2006		S		300	D	\$17.37	1,112,471	D	
Common Stock	02/06/2006		S		600	D	\$17.38	1,111,871	D	
Common Stock	02/06/2006		S		200	D	\$17.39	1,111,671	D	
Common Stock	02/06/2006		S		1,200	D	\$17.4	1,110,471	D	
Common Stock	02/06/2006		S		600	D	\$17.41	1,109,871	D	
Common Stock	02/06/2006		S		200	D	\$17.415	1,109,671	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	02/06/2006		S		1,939	D	\$17.42	1,107,732	D	
Common Stock	02/06/2006		S		1,000	D	\$17.425	1,106,732	D	
Common Stock	02/06/2006		S		1,578	D	\$17.43	1,105,154	D	
Common Stock	02/06/2006		S		200	D	\$17.435	1,104,954	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)					

**Explanation of Responses:**

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 first of two Form 4 reports filed on February 6, 2006 regarding the Reporting Person's sale of Common Stock on February 6, 2006 per his 10b5-1 sales plan dated August 26, 2005.

/s/ P. Steven Melman,  
Attorney-in-Fact for Andre      02/06/2006  
Hawit

\*\* 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.

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 Number.