

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

<b>1. Name and Address of Reporting Person*</b> <u>LANZA LUCIO</u> _____ (Last) (First) (Middle) <u>165 UNIVERSITY AVE.</u> <u>SUITE 200</u> _____ (Street) <u>PALO ALTO CA 94301</u> _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>PDF SOLUTIONS INC [ PDFS ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>07/31/2009</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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			

**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						Title
<u>2001 Stock Plan Option (right to buy)</u>	<u>\$2.3</u>	<u>07/31/2009</u>		<u>A</u>	<u>V</u>	<u>45,000</u>		<u>(I)</u>	<u>07/30/2019</u>	<u>Common Stock</u>	<u>45,000</u>	<u>\$0.00</u>	<u>45,000</u>	<u>D</u>	

**Explanation of Responses:**

1. 12/48ths of the total shares subject to the option (the "Total Shares") vest on July 31, 2010 and 1/48th of the Total Shares shall vest on the 31st day of each month thereafter, provided that the reporting person continues to serve as a director on the Board of Directors.

**Remarks:**

/s/ Keith A. Jones, Substitute  
Attorney-in-Fact for Lucio L. Lanza 08/04/2009

\*\* 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.

CONFIRMING STATEMENT

I, John K. Kibarian, (the "Attorney-in-Fact"), by virtue of the authority and the full power of substitution given to me by Lucio Lanza (the "Section 16 Reporting Person") in and by the Power of Attorney previously executed by the Section 16 Reporting Person (the "Power of Attorney"), do hereby appoint Joy E. Leo and Keith A. Jones, or either of them signing singly, as the Attorney-in-Fact's substitute (each a "Substitute Attorney-in-Fact") to exercise all of the Attorney-in-Fact's powers provided for in the Power of Attorney, including full power and authority to do and perform each and every act requisite, necessary or convenient to be done in connection with such powers, as fully, to all intents and purposes, as the Attorney-in-Fact might or could do thereby.

This Confirming Statement shall remain in full force and effect until the earlier of (i) the Section 16 Reporting Person is no longer required to file Forms 4 and 5 with respect to holdings of and transactions in securities issued by PDF Solutions, Inc. (the "Company") (unless the Power of Attorney executed by the Section 16 Reporting Person is earlier revoked by them in a signed writing delivered to the Attorney-in-Fact), (ii) the Attorney-in-Fact terminates the appointment of the Substitute Attorney-in-Fact or (iii) the Substitute Attorney-in-Fact ceases to be an employee of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Confirming Statement to be executed as of this 15th day of May, 2009.

/s/ John K. Kibarian

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JOHN K. KIBARIAN, Attorney-in-Fact  
for Lucio Lanza