

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>Yu Albert YC</u> (Last) (First) (Middle) <u>333 WEST SAN CARLOS ST.</u> <u>SUITE 700</u> (Street) <u>SAN JOSE CA 95110</u> (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/18/2008</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			

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					
2001 Stock Plan Option (Right to Buy)	\$16	08/18/2008		D		30,000	(1)	07/31/2015	Common Stock	30,000	\$0.00 ⁽²⁾	0	D	
Restricted Stock Right	⁽³⁾	08/18/2008		A		7,143	(4)	(4)	Common Stock	7,143	\$0.00 ⁽²⁾	7,143	D	
2001 Stock Plan Option (Right to Buy)	\$13.6	08/18/2008		D		15,000	(5)	05/23/2016	Common Stock	15,000	\$0.00 ⁽⁶⁾	0	D	
Restricted Stock Right	⁽³⁾	08/18/2008		A		3,572	(7)	(7)	Common Stock	3,572	\$0.00 ⁽⁶⁾	3,572	D	
2001 Stock Plan Option (right to buy)	\$11.49	08/18/2008		D		5,000	(8)	02/01/2017	Common Stock	5,000	\$0.00 ⁽⁹⁾	0	D	
Restricted Stock Right	⁽³⁾	08/18/2008		A		1,191	(7)	(7)	Common Stock	1,191	\$0.00 ⁽⁹⁾	1,191	D	
2001 Stock Plan Option (right to buy)	\$10.43	08/18/2008		D		15,000	(10)	05/29/2017	Common Stock	15,000	\$0.00 ⁽¹¹⁾	0	D	
Restricted Stock Right	⁽³⁾	08/18/2008		A		3,572	(7)	(7)	Common Stock	3,572	\$0.00 ⁽¹¹⁾	3,572	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	Title	Amount or Number of Shares				
2001 Stock Plan Option (right to buy)	\$10.35	08/18/2008		D			5,000	(12)	06/05/2017	Common Stock	5,000	\$0.00 ⁽¹³⁾	0	D	
Restricted Stock Right	(3)	08/18/2008		A		1,191		(7)	(7)	Common Stock	1,191	\$0.00 ⁽¹³⁾	1,191	D	
2001 Stock Plan Option (right to buy)	\$12.26	08/18/2008		D			2,158	(14)	07/19/2017	Common Stock	2,158	\$0.00 ⁽¹⁵⁾	0	D	
Restricted Stock Right	(3)	08/18/2008		A		514		(7)	(7)	Common Stock	514	\$0.00 ⁽¹⁵⁾	514	D	

Explanation of Responses:

- The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on August 1, 2006 and 1/48th of the total shares vested on the 1st day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- Pursuant to PDF Solutions, Inc.'s offer to exchange described in Schedule TO-1 filed on June 10, 2008, as amended, (the "Exchange Offer") on August 18, 2008, PDF Solutions, Inc. cancelled an option granted to the reporting person on August 1, 2005. In exchange for the option, the reporting person received 7,143 restricted stock rights.
- Each restricted stock right ("RSR") represents a bookkeeping entry equal in value to one (1) share of common stock of PDF Solutions, Inc.
- 16.7% of the total number of rights will vest on May 15, 2009 and 16.66% will vest every six (6) months thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an eligible affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances. The RSR will be automatically settled in shares upon vesting of the RSR.
- The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on May 24, 2007 and 1/48th of the total shares vested on the 24th day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- Pursuant to the Exchange Offer on August 18, 2008, PDF Solutions, Inc. cancelled an option granted to the reporting person on May 24, 2006. In exchange for the option, the reporting person received 3,572 restricted stock rights.
- 12.5% of the total number of rights will vest on May 15, 2009 and 12.5% will vest every six (6) months thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an eligible affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances. The RSR will be automatically settled in shares upon vesting of the RSR.
- The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on February 2, 2008 and 1/48th of the total shares vested on the 2nd day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- Pursuant to the Exchange Offer on August 18, 2008, PDF Solutions, Inc. cancelled an option granted to the reporting person on February 2, 2007. In exchange for the option, the reporting person received 1,191 restricted stock rights.
- The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on May 30, 2008 and 1/48th of the total shares vested on the 30th day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- Pursuant to the Exchange Offer on August 18, 2008, PDF Solutions, Inc. cancelled an option granted to the reporting person on May 30, 2007. In exchange for the option, the reporting person received 3,572 restricted stock rights.
- The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on June 6, 2008 and 1/48th of the total shares vested on the 6th day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- Pursuant to the Exchange Offer on August 18, 2008, PDF Solutions, Inc. cancelled an option granted to the reporting person on June 6, 2007. In exchange for the option, the reporting person received 1,191 restricted stock rights.
- The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on July 20, 2008 and 1/48th of the total shares vested on the 20th day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- Pursuant to the Exchange Offer on August 18, 2008, PDF Solutions, Inc. cancelled an option granted to the reporting person on July 20, 2007. In exchange for the option, the reporting person received 514 restricted stock rights.

Remarks:

/s/ P. Steven Melman
Attorney-in-Fact for Albert 08/20/2008
Y.C. Yu

** 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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