

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>HAWIT ANDRE</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 PDF SOLUTIONS INC [PDFS]	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) VP of Software Development
	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2005	
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	12/12/2005		s ⁽¹⁾		100	D	\$16.23	1,295,357	D	
Common Stock	12/12/2005		S		400	D	\$16.25	1,294,957	D	
Common Stock	12/12/2005		S		300	D	\$16.2567	1,294,657	D	
Common Stock	12/12/2005		S		300	D	\$16.26	1,294,357	D	
Common Stock	12/12/2005		S		500	D	\$16.27	1,293,857	D	
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	

**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				

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 second of two Form 4 reports filed on December 14, 2005 regarding the Reporting Person's sale of Common Stock on December 12, 2005 per his 10b5-1 sales plan dated August 26, 2005.

/s/ P. Steven Melman
Attorney-in-Fact for Andre 12/12/2005
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.