

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>01/23/2006</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	01/23/2006		S <sup>(1)</sup>		300	D	\$18.45	1,170,357	D	
Common Stock	01/23/2006		S		300	D	\$18.4533	1,170,057	D	
Common Stock	01/23/2006		S		1,100	D	\$18.51	1,168,957	D	
Common Stock	01/23/2006		S		600	D	\$18.515	1,168,357	D	
Common Stock	01/23/2006		S		800	D	\$18.52	1,167,557	D	
Common Stock	01/23/2006		S		300	D	\$18.53	1,167,257	D	
Common Stock	01/23/2006		S		1,300	D	\$18.54	1,165,957	D	
Common Stock	01/23/2006		S		664	D	\$18.55	1,165,293	D	
Common Stock	01/23/2006		S		125	D	\$18.56	1,165,168	D	
Common Stock	01/23/2006		S		200	D	\$18.57	1,164,968	D	
Common Stock	01/23/2006		S		200	D	\$18.58	1,164,768	D	
Common Stock	01/23/2006		S		200	D	\$18.59	1,164,568	D	
Common Stock	01/23/2006		S		300	D	\$18.5967	1,164,268	D	
Common Stock	01/23/2006		S		43	D	\$18.6	1,164,225	D	
Common Stock	01/23/2006		S		99	D	\$18.61	1,164,126	D	
Common Stock	01/23/2006		S		149	D	\$18.62	1,163,977	D	
Common Stock	01/23/2006		S		502	D	\$18.63	1,163,475	D	
Common Stock	01/23/2006		S		397	D	\$18.64	1,163,078	D	
Common Stock	01/23/2006		S		2,200	D	\$18.65	1,160,878	D	
Common Stock	01/23/2006		S		400	D	\$18.655	1,160,478	D	
Common Stock	01/23/2006		S		999	D	\$18.66	1,159,479	D	
Common Stock	01/23/2006		S		400	D	\$18.665	1,159,079	D	
Common Stock	01/23/2006		S		845	D	\$18.67	1,158,234	D	
Common Stock	01/23/2006		S		300	D	\$18.68	1,157,934	D	
Common Stock	01/23/2006		S		200	D	\$18.685	1,157,734	D	
Common Stock	01/23/2006		S		1,200	D	\$18.69	1,156,534	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	01/23/2006		S		200	D	\$18.695	1,156,334	D	
Common Stock	01/23/2006		S		200	D	\$18.7	1,156,134	D	
Common Stock	01/23/2006		S		5,751	D	\$18.71	1,150,383	D	
Common Stock	01/23/2006		S		1,326	D	\$18.72	1,149,057	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:**

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 January 24, 2006 regarding the Reporting Person's sale of Common Stock on January 23, 2006 per his 10b5-1 sales plan dated August 26, 2005.

/s/ P. Steven Melman,  
Attorney-in-Fact for Andre      01/24/2006  
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.