

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>MacLean Kevin</u>  (Last) (First) (Middle) 333 WEST SAN CARLOS ST. SUITE 700  (Street) SAN JOSE CA 95110  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Gen. Manager DFM Solutions</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/28/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	10/28/2005		S		1,200	D	\$14.08	8,800	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		400	D	\$14.09	8,400	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		200	D	\$14.1	8,200	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		1,500	D	\$14.11	6,700	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		1,400	D	\$14.12	5,300	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		2,352	D	\$14.13	2,948	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		1,200	D	\$14.14	1,748	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		101	D	\$14.15	1,647	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		200	D	\$14.17	1,447	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		100	D	\$14.2	1,347	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		1,000	D	\$14.24	347	I	MacLean Revocable Trust

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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	10/28/2005		S		100	D	\$14.25	247	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		100	D	\$14.28	147	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		47	D	\$14.3	100	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		100	D	\$14.4	0	I	MacLean Revocable Trust
Common Stock	10/28/2005		S		900	D	\$14.446	1,000	I	by IRA
Common Stock	10/28/2005		S		1,000	D	\$14.5124	0	I	by IRA

**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:

Remarks:

/s/ P. Steven Melman,  
Attorney-in-Fact

11/01/2005

\*\* 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.