

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>HAWIT ANDRE</u>  (Last) (First) (Middle) 333 WEST SAN CARLOS STREET SUITE 700  (Street) SAN JOSE CA 95110  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> PDF SOLUTIONS INC [ PDFS ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP of Software Development
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 01/09/2006	
<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			
Common Stock	01/09/2006		S <sup>(1)</sup>		100	D	\$17.97	1,222,557	D	
Common Stock	01/09/2006		S		300	D	\$17.98	1,222,257	D	
Common Stock	01/09/2006		S		1,200	D	\$17.99	1,221,057	D	
Common Stock	01/09/2006		S		1,400	D	\$18	1,219,657	D	
Common Stock	01/09/2006		S		806	D	\$18.01	1,218,851	D	
Common Stock	01/09/2006		S		200	D	\$18.025	1,218,651	D	
Common Stock	01/09/2006		S		100	D	\$18.03	1,218,551	D	
Common Stock	01/09/2006		S		100	D	\$18.11	1,218,451	D	
Common Stock	01/09/2006		S		300	D	\$18.14	1,218,151	D	
Common Stock	01/09/2006		S		100	D	\$18.2	1,218,051	D	
Common Stock	01/09/2006		S		200	D	\$18.205	1,217,851	D	
Common Stock	01/09/2006		S		800	D	\$18.21	1,217,051	D	
Common Stock	01/09/2006		S		200	D	\$18.22	1,216,851	D	
Common Stock	01/09/2006		S		1,200	D	\$18.23	1,215,651	D	
Common Stock	01/09/2006		S		900	D	\$18.2333	1,214,751	D	
Common Stock	01/09/2006		S		200	D	\$18.235	1,214,551	D	
Common Stock	01/09/2006		S		564	D	\$18.24	1,213,987	D	
Common Stock	01/09/2006		S		400	D	\$18.25	1,213,587	D	
Common Stock	01/09/2006		S		200	D	\$18.26	1,213,387	D	
Common Stock	01/09/2006		S		300	D	\$18.27	1,213,087	D	
Common Stock	01/09/2006		S		700	D	\$18.3	1,212,387	D	
Common Stock	01/09/2006		S		100	D	\$18.31	1,212,287	D	
Common Stock	01/09/2006		S		400	D	\$18.34	1,211,887	D	
Common Stock	01/09/2006		S		2,380	D	\$18.35	1,209,507	D	
Common Stock	01/09/2006		S		403	D	\$18.36	1,209,104	D	
Common Stock	01/09/2006		S		200	D	\$18.395	1,208,904	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	01/09/2006		S		980	D	\$18.4	1,207,924	D	
Common Stock	01/09/2006		S		600	D	\$18.405	1,207,324	D	
Common Stock	01/09/2006		S		2,400	D	\$18.41	1,204,924	D	
Common Stock	01/09/2006		S		1,000	D	\$18.415	1,203,924	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 11, 2006 regarding the Reporting Person's sale of Common Stock on January 9, 2006 per his 10b5-1 sales plan dated August 26, 2005.

/s/ P. Steven Melman  
Attorney-in-Fact for Andre      01/11/2006  
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.