

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>KIBARIAN JOHN KACHIG</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 <u>PDF SOLUTIONS INC [ PDFS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  CEO, President
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2004	
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	02/10/2004		S		400	D	\$12.05	2,720,356	D	
Common Stock	02/10/2004		S		700	D	\$11.9814	2,719,656	D	
Common Stock	02/10/2004		S		900	D	\$12.06	2,718,756	D	
Common Stock	02/10/2004		S		100	D	\$12.26	2,718,656	D	
Common Stock	02/10/2004		S		300	D	\$12.0867	2,718,356	D	
Common Stock	02/10/2004		S		700	D	\$12.08	2,717,656	D	
Common Stock	02/10/2004		S		100	D	\$12.28	2,717,556	D	
Common Stock	02/10/2004		S		200	D	\$11.985	2,717,356	D	
Common Stock	02/10/2004		S		300	D	\$12.09	2,717,056	D	
Common Stock	02/10/2004		S		200	D	\$12.23	2,716,856	D	
Common Stock	02/10/2004		S		200	D	\$12.035	2,716,656	D	
Common Stock	02/10/2004		S		100	D	\$12.04	2,716,556	D	
Common Stock	02/10/2004		S		100	D	\$12.2	2,716,456	D	
Common Stock	02/10/2004		S		400	D	\$12.005	2,716,056	D	
Common Stock	02/10/2004		S		300	D	\$11.9783	2,715,756	D	
Common Stock	02/10/2004		S		100	D	\$12.1	2,715,656	D	
Common Stock	02/10/2004		S		200	D	\$12.065	2,715,456	D	
Common Stock	02/10/2004		S		200	D	\$12.025	2,715,256	D	
Common Stock	02/10/2004		S		400	D	\$12.02	2,714,856	D	
Common Stock	02/10/2004		S		200	D	\$12.085	2,714,656	D	
Common Stock	02/10/2004		S		202	D	\$12.22	2,714,454	D	
Common Stock	02/10/2004		S		100	D	\$12.07	2,714,354	D	
Common Stock	02/10/2004		S		200	D	\$12.095	2,714,154	D	
Common Stock	02/10/2004		S		1,300	D	\$12	2,712,854	D	
Common Stock	02/10/2004		S		500	D	\$12.084	2,712,354	D	
Common Stock	02/10/2004		S		300	D	\$12.0933	2,712,054	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	02/10/2004		S		300	D	\$11.9933	2,711,754	D	
Common Stock	02/10/2004		S		400	D	\$11.98	2,711,354	D	
Common Stock	02/10/2004		S		98	D	\$11.96	2,711,256	D	
Common Stock	02/10/2004		S		500	D	\$11.992	2,710,756	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:

Remarks:

/s/ P. Steven Melman.  
Attorney-in-Fact for John K. Kibarian     02/12/2004

\*\* 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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