

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* <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>11/28/2005</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	11/28/2005		s <sup>(1)</sup>		300	D	\$15.93	1,338,383	D	
Common Stock	11/28/2005		S		200	D	\$15.935	1,338,183	D	
Common Stock	11/28/2005		S		193	D	\$15.94	1,337,990	D	
Common Stock	11/28/2005		S		200	D	\$15.945	1,337,790	D	
Common Stock	11/28/2005		S		200	D	\$15.955	1,337,590	D	
Common Stock	11/28/2005		S		200	D	\$15.96	1,337,390	D	
Common Stock	11/28/2005		S		189	D	\$15.97	1,337,201	D	
Common Stock	11/28/2005		S		600	D	\$15.9767	1,336,601	D	
Common Stock	11/28/2005		S		200	D	\$15.98	1,336,401	D	
Common Stock	11/28/2005		S		400	D	\$15.985	1,336,001	D	
Common Stock	11/28/2005		S		200	D	\$15.99	1,335,801	D	
Common Stock	11/28/2005		S		340	D	\$16	1,335,461	D	
Common Stock	11/28/2005		S		55	D	\$16.02	1,335,406	D	
Common Stock	11/28/2005		S		100	D	\$16.03	1,335,306	D	
Common Stock	11/28/2005		S		200	D	\$16.04	1,335,106	D	
Common Stock	11/28/2005		S		1,600	D	\$16.05	1,333,506	D	
Common Stock	11/28/2005		S		1,100	D	\$16.0591	1,332,406	D	
Common Stock	11/28/2005		S		600	D	\$16.06	1,331,806	D	
Common Stock	11/28/2005		S		2,500	D	\$16.1868	1,329,306	D	
Common Stock	11/28/2005		S		100	D	\$16.21	1,329,206	D	
Common Stock	11/28/2005		S		300	D	\$16.22	1,328,906	D	
Common Stock	11/28/2005		S		100	D	\$16.24	1,328,806	D	
Common Stock	11/28/2005		S		200	D	\$16.395	1,328,606	D	
Common Stock	11/28/2005		S		100	D	\$16.44	1,328,506	D	
Common Stock	11/28/2005		S		100	D	\$16.5	1,328,406	D	
Common Stock	11/28/2005		S		200	D	\$16.635	1,328,206	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 second of two Form 4 reports filed on November 28, 2005 regarding the Reporting Person's sale of Common Stock on November 28, 2005 per his 10b5-1 sales plan dated August 26, 2005.

/s/ P. Steven Melman,  
Attorney-in-Fact for Andre      11/28/2005  
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.

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