

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>01/03/2006</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	01/03/2006		S <sup>(1)</sup>		800	D	\$16.245	1,234,332	D	
Common Stock	01/03/2006		S		430	D	\$16.25	1,233,902	D	
Common Stock	01/03/2006		S		100	D	\$16.26	1,233,802	D	
Common Stock	01/03/2006		S		200	D	\$16.27	1,233,602	D	
Common Stock	01/03/2006		S		100	D	\$16.28	1,233,502	D	
Common Stock	01/03/2006		S		100	D	\$16.34	1,233,402	D	
Common Stock	01/03/2006		S		200	D	\$16.35	1,233,202	D	
Common Stock	01/03/2006		S		200	D	\$16.36	1,233,002	D	
Common Stock	01/03/2006		S		400	D	\$16.365	1,232,602	D	
Common Stock	01/03/2006		S		500	D	\$16.37	1,232,102	D	
Common Stock	01/03/2006		S		300	D	\$16.39	1,231,802	D	
Common Stock	01/03/2006		S		200	D	\$16.4	1,231,602	D	
Common Stock	01/03/2006		S		700	D	\$16.41	1,230,902	D	
Common Stock	01/03/2006		S		500	D	\$16.42	1,230,402	D	
Common Stock	01/03/2006		S		600	D	\$16.425	1,229,802	D	
Common Stock	01/03/2006		S		400	D	\$16.43	1,229,402	D	
Common Stock	01/03/2006		S		200	D	\$16.435	1,229,202	D	
Common Stock	01/03/2006		S		345	D	\$16.44	1,228,857	D	
Common Stock	01/03/2006		S		200	D	\$16.45	1,228,657	D	
Common Stock	01/03/2006		S		300	D	\$16.46	1,228,357	D	
Common Stock	01/03/2006		S		100	D	\$16.47	1,228,257	D	
Common Stock	01/03/2006		S		200	D	\$16.48	1,228,057	D	
Common Stock	01/03/2006		S		300	D	\$16.5	1,227,757	D	
Common Stock	01/03/2006		S		100	D	\$16.51	1,227,657	D	
Common Stock	01/04/2006		S		5,000	D	\$17.05	1,222,657	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 January 5, 2006 regarding the Reporting Person's sale of Common Stock on January 3, 2006 and January 4, 2006 per his 10b5-1 sales plan dated August 26, 2005.

/s/ P. Steven Melman  
Attorney-in-Fact for Andre      01/05/2006  
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.

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