

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>MICHAELS KIMON</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) <u>Co-VP of Client Services</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2004</u>	
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	11/11/2004		S		300	D	\$13.45	1,587,776	D	
Common Stock	11/11/2004		S		300	D	\$13.46	1,587,476	D	
Common Stock	11/11/2004		S		3,400	D	\$13.4632	1,584,076	D	
Common Stock	11/11/2004		S		300	D	\$13.48	1,583,776	D	
Common Stock	11/11/2004		S		700	D	\$13.49	1,583,076	D	
Common Stock	11/11/2004		S		300	D	\$13.5	1,582,776	D	
Common Stock	11/11/2004		S		2,025	D	\$13.51	1,580,751	D	
Common Stock	11/11/2004		S		300	D	\$13.52	1,580,451	D	
Common Stock	11/11/2004		S		1,867	D	\$13.5237	1,578,584	D	
Common Stock	11/11/2004		S		1,236	D	\$13.53	1,577,348	D	
Common Stock	11/11/2004		S		600	D	\$13.535	1,576,748	D	
Common Stock	11/11/2004		S		275	D	\$13.5373	1,576,473	D	
Common Stock	11/11/2004		S		500	D	\$13.538	1,575,973	D	
Common Stock	11/11/2004		S		1,313	D	\$13.54	1,574,660	D	
Common Stock	11/11/2004		S		384	D	\$13.55	1,574,276	D	
Common Stock	11/11/2004		S		400	D	\$13.5575	1,573,876	D	
Common Stock	11/11/2004		S		100	D	\$13.565	1,573,776	D	
Common Stock	11/11/2004		S		300	D	\$13.57	1,573,476	D	
Common Stock	11/11/2004		S		400	D	\$13.58	1,573,076	D	
Common Stock	11/12/2004		S		2,500	D	\$13.3908	1,570,576	D	
Common Stock	11/12/2004		S		300	D	\$13.46	1,570,276	D	
Common Stock	11/12/2004		S		1,480	D	\$13.4654	1,568,796	D	
Common Stock	11/12/2004		S		700	D	\$13.4714	1,568,096	D	
Common Stock	11/12/2004		S		1,478	D	\$13.472	1,566,618	D	
Common Stock	11/12/2004		S		462	D	\$13.4722	1,566,156	D	
Common Stock	11/12/2004		S		1,980	D	\$13.4828	1,564,176	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	11/12/2004		S		400	D	\$13.5	1,563,776	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)					

**Explanation of Responses:**

**Remarks:**

This Form 4 is the first of two Form 4 reports filed this date regarding the Reporting Person's sale of Common Stock on November 11, 2004 and November 12, 2004.

/s/ [P. Steven M. Melman](#),  
[Attorney-in-Fact for Kimon](#)      11/12/2004  
[Michaels](#)

\*\* 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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