SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

☐ 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[*] KIBARIAN JOHN KACHIG (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 **PDF SOLUTIONS INC** [PDFS] 3. Date of Earliest Transaction (Month/Day/Year) 09/13/2006 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director　　　10% Owner X Officer (give title below)　　Other (specify below) CEO, President 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 　Form filed by More than One Reporting Person

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	09/13/2006		S[(1)]		100	D	$12.89	2,480,656	D	
Common Stock	09/13/2006		S		306	D	$12.92	2,480,350	D	
Common Stock	09/13/2006		S		94	D	$12.93	2,480,256	D	
Common Stock	09/13/2006		S		100	D	$12.95	2,480,156	D	
Common Stock	09/13/2006		S		600	D	$12.96	2,479,556	D	
Common Stock	09/13/2006		S		600	D	$12.97	2,478,956	D	
Common Stock	09/13/2006		S		796	D	$12.99	2,478,160	D	
Common Stock	09/13/2006		S		921	D	$13	2,477,239	D	
Common Stock	09/13/2006		S		150	D	$13.01	2,477,089	D	
Common Stock	09/13/2006		S		50	D	$13.02	2,477,039	D	
Common Stock	09/13/2006		S		183	D	$13.03	2,476,856	D	
Common Stock	09/13/2006		S		100	D	$13.04	2,476,756	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	Title	Amount or Number of Shares				

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:

/s/ P. Steven Melman, Attorney-in-Fact for John K. Kibarian　　09/14/2006

** 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.