

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>HEINRICHS R STEPHEN</u> <hr/> (Last) (First) (Middle) <u>333 WEST SAN CARLOS ST.</u> <u>SUITE 700</u> <hr/> (Street) <u>SAN JOSE CA 95110</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/01/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>PDF SOLUTIONS INC [ PDFS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

**Remarks:**

No securities are beneficially owned.

/s/ R. Stephen Heinrichs      08/01/2005

\*\* 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 5 (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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints  
P. Steven Melman and John K. Kibarian, and each of them, his or her, true  
and lawful attorney-in-fact to:

(1) execute for and on behalf of  
the undersigned, in the undersigneds capacity as an officer and/or  
director, and/or person who holds more than 10% of the stock of PDF  
Solutions, Inc. (the Company), Forms 3, 4 and 5 in accordance with Section  
16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act)  
and the rules thereunder;

(2) do and perform any and all acts for  
and on behalf of the undersigned which may be necessary or desirable to  
complete and execute any such Form 3, 4 or 5, complete and execute any  
amendment(s) thereto, and timely file any such form with the United States  
Securities and Exchange Commission and any stock exchange or similar  
authority; and

(3) take any other action of any type whatsoever in  
connection with the foregoing which, in the opinion of such  
attorney-in-fact, may be of benefit to, in the best interest of, or legally  
required by, the undersigned, it being understood that the documents  
executed by such attorney-in-fact on behalf of the undersigned pursuant to  
this Power of Attorney shall be in such  
form and shall contain such  
terms and conditions as such attorney-in-fact may approve in such  
attorney-in-facts discretion.

The undersigned hereby grants to  
each such attorney-in-fact full power and authority to do and perform any  
and every act and thing whatsoever requisite, necessary or proper to be  
done in the exercise of any of the rights and powers herein granted, as  
fully to all intents and purposes as the undersigned might or could do if  
personally present, with full power of  
substitution or revocation,  
hereby ratifying and confirming all that such attorney-in-fact, or such  
attorney-in-facts substitute or substitutes, shall lawfully do or cause to  
be done pursuant to this power of attorney. The undersigned acknowledges  
that the foregoing attorneys-in-fact, in serving in such capacity at the  
request of the undersigned, are not assuming, nor is the Company assuming,  
any of the undersigneds responsibilities to comply with Section 16 of the  
Exchange Act.

This Power of Attorney shall remain in full force  
and effect until the undersigned is no longer required to file Forms 3, 4,  
and 5 with respect to the undersigneds holdings of and transactions in  
securities issued by the Company, unless earlier revoked by the undersigned  
in a signed writing delivered to the attorneys-in-fact. This Power of  
Attorney may be filed with the SEC as a confirming statement of the  
authority granted herein.

The undersigned has caused this Power of  
Attorney to be executed as of this 1st day of August, 2005.

/s/ R.  
Stephen Heinrichs  
Signature

R. Stephen Heinrichs  
Print Name