

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>Jones Keith A</u> <hr/> (Last) (First) (Middle) 333 WEST SAN CARLOS ST. SUITE 700 <hr/> (Street) SAN JOSE CA 95110 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2006	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President, Finance & CFO</u>	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)
Common Stock	2,335	D	

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				
2001 Stock Plan Option (Right to Buy)	(1)	08/25/2013	Common Stock 16,000	11.5	D	
2001 Stock Plan Option (Right to Buy)	(2)	05/02/2014	Common Stock 3,500	9.59	D	
2001 Stock Plan Option (Right to Buy)	(3)	10/12/2015	Common Stock 125,000	15.77	D	

Explanation of Responses:

- 12/48ths of the total 16,000 option shares vested on August 26, 2004. The remaining 12,000 option shares continued to vest monthly on the same day of each month at the rate of 1/48th of the total 16,000 option shares granted. Currently 9,666 option shares are vested and the remaining 6,334 option shares shall continue to vest at the same monthly rate provided the reporting person remains an employee or consultant of PDFS.
- 12/48ths of the total 3,500 option shares vested on May 3, 2005. The remaining 2,625 option shares continued to vest monthly on the same day of each month at the rate of 1/48th of the total 3,500 option shares granted. Currently a total of 1,458 option shares are vested and the remaining 2,042 option shares shall continue to vest at the same monthly rate provided the reporting person remains an employee or consultant of PDFS.
- 25,000 option shares were fully vested at the time of grant. The remaining 100,000 option shares continued to vest monthly on the same day of each month at the rate of 1/48th of the total 125,000 option shares granted. Currently 29,166 option shares are vested and the remaining 95,834 option shares shall continue to vest at the same monthly rate provided the reporting person remains an employee or consultant of PDFS.

Remarks:

/s/ KEITH A. JONES 01/04/2006
 ** 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 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.

Limited Power of Attorney Section 16 Reporting Obligations

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 undersigned's 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-fact's 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 undersigned's 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 undersigned's 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 4th day of January, 2006.

/s/ KEITH A. JONES

Signature

KEITH A. JONES
Print Name