

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>Yu Albert YC</u> (Last) (First) (Middle) 333 W. SAN CARLOS ST. SUITE 1000 (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2012</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	08/15/2012		M		2,813	A	\$2.3	19,162 ⁽¹⁾	D	
Common Stock	08/15/2012		S		2,813	D	\$10.37	16,349	D	
Common Stock	08/15/2012		M		2,084	A	\$4.82	18,433	D	
Common Stock	08/15/2012		S		2,084	D	\$10.37	16,349	D	
Common Stock	08/16/2012		M		3,281	A	\$6.21	19,630	D	
Common Stock	08/16/2012		S		700	D	\$10.4	18,930	D	
Common Stock	08/16/2012		S		2,581	D	\$10.4	16,349	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
Stock Options (Right to Buy)	\$2.3	08/15/2012		M		2,813		07/31/2009	07/30/2019	Common Stock	2,813	\$0	5,626	D	
Stock Options (Right to Buy)	\$4.82	08/15/2010		M		2,084		05/18/2010	05/17/2020	Common Stock	2,084	\$0	9,167	D	
Stock Options (Right to Buy)	\$6.21	08/16/2012		M		3,281		05/27/2011	05/26/2021	Common Stock	3,281	\$0	7,969	D	

Explanation of Responses:

1. Reduced by 1,875 shares of common stock which was inadvertently incorrectly reported under Form 4 dated 5/22/2012.

/s/ Gregory Walker, Attorney-in-Fact for Albert Y.C. Yu 08/16/2012

** 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.