

<b>OMB APPROVAL</b>	
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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>11/04/2005</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	11/04/2005		S		400	D	\$15.2025	1,487,676	D	
Common Stock	11/04/2005		S		200	D	\$15.21	1,487,476	D	
Common Stock	11/04/2005		S		831	D	\$15.22	1,486,645	D	
Common Stock	11/04/2005		S		200	D	\$15.225	1,486,445	D	
Common Stock	11/04/2005		S		400	D	\$15.24	1,486,045	D	
Common Stock	11/04/2005		S		300	D	\$15.25	1,485,745	D	
Common Stock	11/04/2005		S		200	D	\$15.255	1,485,545	D	
Common Stock	11/04/2005		S		200	D	\$15.26	1,485,345	D	
Common Stock	11/04/2005		S		101	D	\$15.27	1,485,244	D	
Common Stock	11/04/2005		S		200	D	\$15.275	1,485,044	D	
Common Stock	11/04/2005		S		100	D	\$15.28	1,484,944	D	
Common Stock	11/04/2005		S		200	D	\$15.29	1,484,744	D	
Common Stock	11/04/2005		S		200	D	\$15.295	1,484,544	D	
Common Stock	11/04/2005		S		275	D	\$15.3	1,484,269	D	
Common Stock	11/04/2005		S		99	D	\$15.305	1,484,170	D	
Common Stock	11/04/2005		S		300	D	\$15.31	1,483,870	D	
Common Stock	11/04/2005		S		300	D	\$15.3133	1,483,570	D	
Common Stock	11/04/2005		S		300	D	\$15.32	1,483,270	D	
Common Stock	11/04/2005		S		200	D	\$15.325	1,483,070	D	
Common Stock	11/04/2005		S		100	D	\$15.33	1,482,970	D	
Common Stock	11/04/2005		S		200	D	\$15.335	1,482,770	D	
Common Stock	11/04/2005		S		200	D	\$15.34	1,482,570	D	
Common Stock	11/04/2005		S		300	D	\$15.3467	1,482,270	D	
Common Stock	11/04/2005		S		31	D	\$15.35	1,482,239	D	
Common Stock	11/04/2005		S		1,669	D	\$15.35	1,480,570	D	
Common Stock	11/04/2005		S		400	D	\$15.36	1,480,170	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	11/04/2005		S		300	D	\$15.37	1,479,870	D	
Common Stock	11/04/2005		S		880	D	\$15.38	1,478,990	D	
Common Stock	11/04/2005		S		100	D	\$15.39	1,478,890	D	
Common Stock	11/04/2005		S		200	D	\$15.4	1,478,690	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					

Explanation of Responses:

**Remarks:**

This Form 4 is the first of two Form 4 reports filed on November 8, 2005 regarding the Reporting Person's sale of Common Stock on November 4, 2005.

/s/ P. Steven Melman,  
Attorney-in-Fact for Kimon W. 11/08/2005  
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.

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.