HAWIT ANDRE
Form 4
December 14, 2005

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAWIT ANDRE

(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)
12/12/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP of Software Development

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	12/12/2005		S (1)		100	D	$ 16.23	1,295,357	D	
Common Stock	12/12/2005		S		400	D	$ 16.25	1,294,957	D	
Common Stock	12/12/2005		S		300	D	$ 16.2567	1,294,657	D	
Common Stock	12/12/2005		S		300	D	$ 16.26	1,294,357	D	
Common Stock	12/12/2005		S		500	D	$ 16.27	1,293,857	D	

Common Stock	12/12/2005		S	400	D	$ 16.275	1,293,457	D
Common Stock	12/12/2005		S	217	D	$ 16.28	1,293,240	D
Common Stock	12/12/2005		S	200	D	$ 16.285	1,293,040	D
Common Stock	12/12/2005		S	400	D	$ 16.29	1,292,640	D
Common Stock	12/12/2005		S	1	D	$ 16.3	1,292,639	D
Common Stock	12/12/2005		S	200	D	$ 16.325	1,292,439	D
Common Stock	12/12/2005		S	200	D	$ 16.33	1,292,239	D
Common Stock	12/12/2005		S	200	D	$ 16.35	1,292,039	D
Common Stock	12/12/2005		S	200	D	$ 16.36	1,291,839	D
Common Stock	12/12/2005		S	100	D	$ 16.37	1,291,739	D
Common Stock	12/12/2005		S	100	D	$ 16.38	1,291,639	D
Common Stock	12/12/2005		S	18	D	$ 16.39	1,291,621	D
Common Stock	12/12/2005		S	400	D	$ 16.395	1,291,221	D
Common Stock	12/12/2005		S	282	D	$ 16.4077	1,290,939	D
Common Stock	12/12/2005		S	200	D	$ 16.41	1,290,739	D
Common Stock	12/12/2005		S	82	D	$ 16.48	1,290,657	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWIT ANDRE 333 WEST SAN CARLOS STREET SUITE 700 SAN JOSE, CA 95110			VP of Software Development	

Signatures

/s/ P. Steven Melman, Attorney-in-Fact for Andre Hawit	12/12/2005
**Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(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:

This Form 4 is the second of two Form 4 reports filed on December 14, 2005 regarding the Reporting Person's sale of Commo

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.