

PDF SOLUTIONS INC
Form 4
November 24, 2004

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 *
COBOURN THOMAS

(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)
11/22/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP, Yield Analysis

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 | (D) | Price |
| Common Stock | 11/22/2004 | | S | | 4,900 | D | \$ 12.95 |
| | | | | | | | 804,357 |
| Common Stock | 11/22/2004 | | S | | 5,100 | D | \$ 12.97 |
| | | | | | | | 799,257 |
| Common Stock | 11/22/2004 | | S | | 10,000 | D | \$ 13 |
| | | | | | | | 789,257 |
| Common Stock | 11/23/2004 | | S | | 3,889 | D | \$ 12.7582 |
| | | | | | | | 785,368 |
| Common Stock | 11/23/2004 | | S | | 1,100 | D | \$ 12.7818 |
| | | | | | | | 784,268 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|---------|---|
| Common Stock | 11/23/2004 | S | 3,342 | D | \$ 12.85 | 780,926 | D |
| Common Stock | 11/23/2004 | S | 1,669 | D | \$ 12.9 | 779,257 | D |
| Common Stock | 11/24/2004 | S | 2,277 | D | \$ 13.1009 | 776,980 | D |
| Common Stock | 11/24/2004 | S | 500 | D | \$ 13.2 | 776,480 | D |
| Common Stock | 11/24/2004 | S | 123 | D | \$ 13.2244 | 776,357 | D |
| Common Stock | 11/24/2004 | S | 500 | D | \$ 13.25 | 775,857 | D |
| Common Stock | 11/24/2004 | S | 500 | D | \$ 13.27 | 775,357 | D |
| Common Stock | 11/24/2004 | S | 700 | D | \$ 13.28 | 774,657 | D |
| Common Stock | 11/24/2004 | S | 900 | D | \$ 13.2844 | 773,757 | D |
| Common Stock | 11/24/2004 | S | 300 | D | \$ 13.29 | 773,457 | D |
| Common Stock | 11/24/2004 | S | 200 | D | \$ 13.3 | 773,257 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|--------|---|---|
| Common Stock | | | | | | 66,666 | I | By the Thomas F. Cobourn 2001 Grantor Retained Annuity Trust dated June 25, 2001 |
|--------------|--|--|--|--|--|--------|---|---|

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COBOURN THOMAS 333 WEST SAN CARLOS STREET SUITE 700 SAN JOSE, CA 95110 | | | VP, Yield Analysis | |

Signatures

/s/ P. Steven Melman, Attorney-in-Fact for Thomas F. Cobourn

11/24/2004

__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).

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