PDF SOLUTIONS INC Form 4

July 13, 2006

FORM 4

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

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 * KIBARIAN JOHN KACHIG

> (Last) (First) (Middle)

333 WEST SAN CARLOS STREET, SUITE 700

(Street)

2. Issuer Name and Ticker or Trading Symbol

PDF SOLUTIONS INC [PDFS]

3. Date of Earliest Transaction (Month/Day/Year) 07/12/2006

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

X Director 10% Owner X_ Officer (give title _ Other (specify below) CEO, President

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN JOSE, CA 95110

(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.								y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/12/2006		S <u>(1)</u>	100	D	\$ 12.57	2,504,656	D	
Common Stock	07/12/2006		S	200	D	\$ 12.61	2,504,456	D	
Common Stock	07/12/2006		S	100	D	\$ 12.62	2,504,356	D	
Common Stock	07/12/2006		S	59	D	\$ 12.64	2,504,297	D	
Common Stock	07/12/2006		S	141	D	\$ 12.65	2,504,156	D	

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Common Stock	07/12/2006	S	300	D	\$ 2,503,856 D
Common Stock	07/12/2006	S	100	D	\$ 2,503,756 D
Common Stock	07/12/2006	S	100	D	\$ 2,503,656 D
Common Stock	07/12/2006	S	1,100	D	\$ 12.7 2,502,556 D
Common Stock	07/12/2006	S	407	D	\$ 2,502,149 D
Common Stock	07/12/2006	S	393	D	\$ 2,501,756 D
Common Stock	07/12/2006	S	200	D	\$ 2,501,556 D
Common Stock	07/12/2006	S	100	D	\$ 12.8 2,501,456 D
Common Stock	07/12/2006	S	100	D	\$ 2,501,356 D
Common Stock	07/12/2006	S	100	D	\$ 2,501,256 D
Common Stock	07/12/2006	S	100	D	\$ 2,501,156 D
Common Stock	07/12/2006	S	100	D	\$ 2,501,056 D
Common Stock	07/12/2006	S	100	D	\$ 13.1 2,500,956 D
Common Stock	07/12/2006	S	100	D	\$ 13.2 2,500,856 D
Common Stock	07/12/2006	S	100	D	\$ 2,500,756 D

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativo	e	Securities	(Instr. 5)	Bene

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Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Number of Shares

Own

Follo

Repo

Trans

(Insti

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KIBARIAN JOHN KACHIG

333 WEST SAN CARLOS STREET SUITE 700

SAN JOSE, CA 95110

Signatures

/s/ P. Steven Melman, Attorney-in-Fact for John K.
Kibarian 07/12/2006

**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.

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.

Reporting Owners 3