

PDF SOLUTIONS INC

Form 4

November 14, 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MALIK ZIA**

(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)  
**11/10/2006**

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 \_\_\_\_\_ Other (specify  
below) below)  
VP of Sales

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)
Common Stock	11/10/2006		M	10,000 A \$ 9.66	10,000	D	
Common Stock	11/10/2006		S	10,000 D \$ 14.00	0	D	
Common Stock	11/10/2006		M	2,177 A \$ 9.66	2,177	D	
Common Stock	11/10/2006		S	2,177 D \$ 14.10	0	D	
Common Stock	11/13/2006		M	5,000 A \$ 9.66	5,000	D	

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Common Stock      11/13/2006      S      5,000      D      \$ 14.45      0      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 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. Amount or Number of Shares
2001 Stock Plan Option (Right to Buy)	\$ 9.66	11/10/2006		M	10,000	<u>(1)</u> 09/02/2014	Common Stock	10,000
2001 Stock Plan Option (Right to Buy)	\$ 9.66	11/10/2006		M	2,177	<u>(1)</u> 09/02/2014	Common Stock	2,177
2001 Stock Plan Option (Right to Buy)	\$ 9.66	11/13/2006		M	5,000	<u>(1)</u> 09/02/2014	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

VP of Sales

MALIK ZIA  
333 WEST SAN CARLOS STREET  
SUITE 700  
SAN JOSE, CA 95110

## Signatures

/s/ P. Steven Melman, Attorney-in-Fact for Zia  
Malik

11/14/2006

\_\_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) 12/36ths of the total shares subject to the option (the "Total Shares") vested on September 3, 2005 and 1/36th of the Total Shares continue to vest monthly on the 3rd day of each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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