#### PDF SOLUTIONS INC

Form 4

November 12, 2004

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Ad MICHAELS		ing Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol PDF SOLUTIONS INC [PDFS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction	(==== un appneuoie)				
			(Month/Day/Year)	X Director 10% Owner				
333 WEST SAN CARLOS			11/11/2004	X Officer (give title Other (specify below)  Co-VP of Client Services				
STREET, SUITE 700								
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line)				
				_X_ Form filed by One Reporting Person				
SAN JOSE, O	CA 95110			Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly 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 (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/11/2004		S	300	D	\$ 13.45	1,587,776	D	
Common Stock	11/11/2004		S	300	D	\$ 13.46	1,587,476	D	
Common Stock	11/11/2004		S	3,400	D	\$ 13.4632	1,584,076	D	
Common Stock	11/11/2004		S	300	D	\$ 13.48	1,583,776	D	
Common Stock	11/11/2004		S	700	D	\$ 13.49	1,583,076	D	

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Common Stock	11/11/2004	S	300	D	\$ 13.5	1,582,776	D
Common Stock	11/11/2004	S	2,025	D	\$ 13.51	1,580,751	D
Common Stock	11/11/2004	S	300	D	\$ 13.52	1,580,451	D
Common Stock	11/11/2004	S	1,867	D	\$ 13.5237	1,578,584	D
Common Stock	11/11/2004	S	1,236	D	\$ 13.53	1,577,348	D
Common Stock	11/11/2004	S	600	D	\$ 13.535	1,576,748	D
Common Stock	11/11/2004	S	275	D	\$ 13.5373	1,576,473	D
Common Stock	11/11/2004	S	500	D	\$ 13.538	1,575,973	D
Common Stock	11/11/2004	S	1,313	D	\$ 13.54	1,574,660	D
Common Stock	11/11/2004	S	384	D	\$ 13.55	1,574,276	D
Common Stock	11/11/2004	S	400	D	\$ 13.5575	1,573,876	D
Common Stock	11/11/2004	S	100	D	\$ 13.565	1,573,776	D
Common Stock	11/11/2004	S	300	D	\$ 13.57	1,573,476	D
Common Stock	11/11/2004	S	400	D	\$ 13.58	1,573,076	D
Common Stock	11/12/2004	S	2,500	D	\$ 13.3908	1,570,576	D
Common Stock	11/12/2004	S	300	D	\$ 13.46	1,570,276	D
Common Stock	11/12/2004	S	1,480	D	\$ 13.4654	1,568,796	D
Common Stock	11/12/2004	S	700	D	\$ 13.4714	1,568,096	D
Common Stock	11/12/2004	S	1,478	D	\$ 13.472	1,566,618	D
Common Stock	11/12/2004	S	462	D	\$ 13.4722	1,566,156	D
	11/12/2004	S	1,980	D		1,564,176	D

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Common

Stock 13.4828

Common S 11/12/2004 400 D \$ 13.5 1,563,776 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Shares

9. Nu

Deriv

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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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of	

Code V (A) (D)

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

MICHAELS KIMON

333 WEST SAN CARLOS STREET X Co-VP of Client Services

**SUITE 700** 

SAN JOSE, CA 95110

#### **Signatures**

/s/ P. Steven M. Melman, Attorney-in-Fact for Kimon 11/12/2004 Michaels

> \*\*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).

Reporting Owners 3

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#### **Remarks:**

a currently valid OMB number.

This Form 4 is the first of two Form 4 reports filed this date regarding the Reporting Person's sale of Common Stock on Novel 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

Explanation of Responses: