

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>HAWIT ANDRE</b>  (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 <b>PDF SOLUTIONS INC [ PDFS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP of Software Development</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/05/2005</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/05/2005		S <sup>(1)</sup>		14	D	\$15.85	1,316,055	D	
Common Stock	12/05/2005		S		597	D	\$15.86	1,315,458	D	
Common Stock	12/05/2005		S		300	D	\$15.863	1,315,158	D	
Common Stock	12/05/2005		S		221	D	\$15.87	1,314,937	D	
Common Stock	12/05/2005		S		400	D	\$15.875	1,314,537	D	
Common Stock	12/05/2005		S		128	D	\$15.88	1,314,409	D	
Common Stock	12/05/2005		S		200	D	\$15.89	1,314,209	D	
Common Stock	12/05/2005		S		300	D	\$15.9	1,313,909	D	
Common Stock	12/05/2005		S		200	D	\$15.91	1,313,709	D	
Common Stock	12/05/2005		S		201	D	\$15.92	1,313,508	D	
Common Stock	12/05/2005		S		200	D	\$15.93	1,313,308	D	
Common Stock	12/05/2005		S		300	D	\$15.94	1,313,008	D	
Common Stock	12/05/2005		S		100	D	\$15.95	1,312,908	D	
Common Stock	12/05/2005		S		154	D	\$15.96	1,312,754	D	
Common Stock	12/05/2005		S		100	D	\$15.98	1,312,654	D	
Common Stock	12/05/2005		S		293	D	\$16	1,312,361	D	
Common Stock	12/05/2005		S		55	D	\$16.01	1,312,306	D	
Common Stock	12/05/2005		S		300	D	\$16.05	1,312,006	D	
Common Stock	12/05/2005		S		100	D	\$16.14	1,311,906	D	
Common Stock	12/06/2005		S		249	D	\$16.05	1,311,657	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

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 7, 2005 regarding the Reporting Person's sale of Common Stock on December 5, 2005 and December 6, 2005 per his 10b5-1 sales plan dated August 26, 2005.

/s/ P. Steven Melman  
Attorney-in-Fact for Andre      12/07/2005  
Hawit

\*\* Signature of Reporting Person      Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**