

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* <u>HARTGRING CORNELIS</u>  (Last) (First) (Middle) 333 W. SAN CARLOS ST. SUITE 1000  (Street) SAN JOSE CA 95110  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PDF SOLUTIONS INC [ PDFS ]</u>	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) <u>Vice President, CSS</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2012</u>	
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	08/14/2012		M <sup>(1)</sup>		10,000	A	\$5.4	79,821	D	
Common Stock	08/14/2012		S		300	D	\$10.15	79,521	D	
Common Stock	08/14/2012		S		300	D	\$10.16	79,221	D	
Common Stock	08/14/2012		S		100	D	\$10.17	79,121	D	
Common Stock	08/14/2012		S		1	D	\$10.18	79,120	D	
Common Stock	08/14/2012		S		1,400	D	\$10.19	77,720	D	
Common Stock	08/14/2012		S		800	D	\$10.2	76,920	D	
Common Stock	08/14/2012		S		300	D	\$10.21	76,620	D	
Common Stock	08/14/2012		S		300	D	\$10.22	76,320	D	
Common Stock	08/14/2012		S		100	D	\$10.23	76,220	D	
Common Stock	08/14/2012		S		300	D	\$10.25	75,920	D	
Common Stock	08/14/2012		S		100	D	\$10.29	75,820	D	
Common Stock	08/14/2012		S		79	D	\$10.3	75,741	D	
Common Stock	08/14/2012		S		100	D	\$10.31	75,641	D	
Common Stock	08/14/2012		S		100	D	\$10.33	75,541	D	
Common Stock	08/14/2012		S		100	D	\$10.34	75,441	D	
Common Stock	08/14/2012		S		300	D	\$10.35	75,141	D	
Common Stock	08/14/2012		S		397	D	\$10.36	74,744	D	
Common Stock	08/14/2012		S		1,600	D	\$10.37	73,144	D	
Common Stock	08/14/2012		S		1,000	D	\$10.38	72,144	D	
Common Stock	08/14/2012		S		2,000	D	\$10.39	70,144	D	
Common Stock	08/14/2012		S		323	D	\$10.4	69,821	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
Stock option (Right to Buy)	\$5.4	08/14/2012		M		10,000		09/03/2002	09/02/2012	Common Stock	10,000	\$0	191,133	D	

**Explanation of Responses:**

1. All transactions reported on this Form 4 were effected pursuant to a rule 10b-5 Sales Plan.

/s/ Gregory Walker, Attorney  
in fact for Comelis Hartgring      08/14/2012

\*\* 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.**