

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

<b>1. Name and Address of Reporting Person*</b> <u>KIBARIAN JOHN KACHIG</u>  (Last) (First) (Middle) 333 WEST SAN CARLOS STREET SUITE 700  (Street) SAN JOSE CA 95110  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>PDF SOLUTIONS INC [ PDFS ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  CEO, President
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 05/03/2006	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	05/03/2006		S <sup>(1)</sup>		300	D	\$15.61	2,532,456	D	
Common Stock	05/03/2006		S		100	D	\$15.62	2,532,356	D	
Common Stock	05/03/2006		S		500	D	\$15.63	2,531,856	D	
Common Stock	05/03/2006		S		300	D	\$15.64	2,531,556	D	
Common Stock	05/03/2006		S		600	D	\$15.65	2,530,956	D	
Common Stock	05/03/2006		S		200	D	\$15.655	2,530,756	D	
Common Stock	05/03/2006		S		200	D	\$15.66	2,530,556	D	
Common Stock	05/03/2006		S		200	D	\$15.665	2,530,356	D	
Common Stock	05/03/2006		S		200	D	\$15.67	2,530,156	D	
Common Stock	05/03/2006		S		200	D	\$15.73	2,529,956	D	
Common Stock	05/03/2006		S		100	D	\$15.76	2,529,856	D	
Common Stock	05/03/2006		S		200	D	\$15.78	2,529,656	D	
Common Stock	05/03/2006		S		100	D	\$15.83	2,529,556	D	
Common Stock	05/03/2006		S		200	D	\$15.85	2,529,356	D	
Common Stock	05/03/2006		S		52	D	\$15.86	2,529,304	D	
Common Stock	05/03/2006		S		100	D	\$15.87	2,529,204	D	
Common Stock	05/03/2006		S		348	D	\$15.9	2,528,856	D	
Common Stock	05/03/2006		S		100	D	\$15.91	2,528,756	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					

**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:**

/s/ P. STEVEN MELMAN,  
Attorney-in-Fact for John K. Kibarian      05/04/2006

\*\* 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.**