FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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 [*] CASSIN BJ			2. Issuer Name and Ticker or Trading Symbol <u>PDF SOLUTIONS INC</u> [PDFS]		ationship of Reporting Pers (all applicable) Director	on(s) to Issuer	
(Last) (First) 3000 SAND HILL ROAD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2005		Officer (give title below)	Other (specify below)	
3000 SAND HILL ROAD BUILDING 3, SUITE 210			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	lividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person		
(Street) MENLO PARK	(Street) MENLO PARK CA 94025-7119				Form filed by More than Person	0	
(City)	(State)	(Zip)					

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	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	Reported Transaction(s) (Instr. 3 and 4)	(1150.4)	(1150.4)
Common Stock	02/22/2005		S		693	D	\$13.1	20,973	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		400	D	\$13.11	20,573	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		300	D	\$13.12	20,273	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		542	D	\$13.14	19,731	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		1,058	D	\$13.15	18,673	I	By the Cassin Family Partners, a California Limited Partnership

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code (Instr.		4. Securities Disposed O and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
	((Month/Day/Year)	8) Code	v	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	02/22/2005		S		2,007	D	\$13.16	16,666	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		200	D	\$13.25	16,466	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		1,500	D	\$13.3	14,966	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		100	D	\$13.23	14,866	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		200	D	\$13.33	14,666	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		100	D	\$13.35	14,566	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		400	D	\$13.39	14,166	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock	02/22/2005		S		91	D	\$13.41	14,075	I	By the Cassin Family Partners, a California Limited Partnership

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1. Title of \$	Security (Inst	tr. 3)	2. Transactio Date (Month/Day/Y	- 1	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transac Code (li 8)		4. Securitie Disposed (and 5)	Of (D) (Instr. 3, 4		Securiti Benefici Owned	Securities Fo Beneficially (D) Owned Ind	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	Reporte Transac	(Instr. 4)	(1130.4)			
Common	Stock		02/22/200	05			S		500	D	\$13.42	13,	,575	I	By the Cassin Family Partners, a California Limited Partnership
Common	Stock		02/22/200	05			s		700	D	\$13.44	12,	,875	Ι	By the Cassin Family Partners, a California Limited Partnership
Common	Stock		02/22/200	05			s		1,000	D	\$13.45	11,	,875	I	By the Cassin Family Partners, a California Limited Partnership
Common	Stock		02/22/200	05			S		100	D	\$13.46	11,	,775	I	By the Cassin Family Partners, a California Limited Partnership
Common Stock		02/22/200	05			S		109	D	\$13.48	11,	,666	I	By the Cassin Family Partners, a California Limited Partnershij	
Common Stock											250),000	I	By the Cassin Family Trust U/T/D 1/31/96	
		Та	ble II - Derivati (e.g., pu						osed of, convertib			Owned		/	
1. Title of Derivative Security (Instr. 3)	Conversion Date Exe or Exercise (Month/Day/Year) if a		3A. Deemed	Deemed 4. 5. Nu ution Date, / Code (Instr. b) (h/Day/Year) 8) Code (Instr. b) Acqu (A) or Dispo of (D)		. Number f Derivative Securities Acquired A) or Disposed f (D)	er 6. Date Exe Expiration (Month/Day s		cisable and Date	e Amounto		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	e Owners s Form: Illy Direct (or India g (I) (Inst	D) Beneficial D) Ownership ect (Instr. 4)
				Code	. v (,	A) (D)	Date Exerci		Expiration Date		Amount or Number of Shares				

Explanation of Responses:

Remarks:

/s/ P. Steven Melman, Attorney-in-Fact for B. J. Cassin

02/23/2005

** 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.

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