

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> PDF SOLUTIONS INC [ PDFS ]	<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> 02/09/2004	
<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	02/09/2004		S		1,000	D	\$12.425	2,729,756	D	
Common Stock	02/09/2004		S		400	D	\$12.415	2,729,356	D	
Common Stock	02/09/2004		S		100	D	\$12.495	2,729,256	D	
Common Stock	02/09/2004		P		100	D	\$12.485	2,729,156	D	
Common Stock	02/09/2004		S		1,400	D	\$12.4421	2,727,756	D	
Common Stock	02/09/2004		S		1,900	D	\$12.3816	2,725,856	D	
Common Stock	02/09/2004		S		100	D	\$12.36	2,725,756	D	
Common Stock	02/09/2004		S		200	D	\$12.48	2,725,556	D	
Common Stock	02/09/2004		S		200	D	\$12.54	2,725,356	D	
Common Stock	02/09/2004		S		200	D	\$12.44	2,725,156	D	
Common Stock	02/09/2004		S		100	D	\$12.42	2,725,056	D	
Common Stock	02/09/2004		S		300	D	\$12.41	2,724,756	D	
Common Stock	02/09/2004		S		500	D	\$12.4	2,724,256	D	
Common Stock	02/09/2004		S		200	D	\$12.46	2,724,056	D	
Common Stock	02/09/2004		S		100	D	\$12.42	2,723,956	D	
Common Stock	02/09/2004		S		100	D	\$12.51	2,723,856	D	
Common Stock	02/09/2004		S		1,700	D	\$12.4084	2,722,156	D	
Common Stock	02/09/2004		S		1,100	D	\$12.4955	2,721,056	D	
Common Stock	02/09/2004		S		300	D	\$12.45	2,720,756	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	Title	Amount or Number of Shares				

Explanation of Responses:

Remarks:

/s/ [P. Steven Melman](#),  
[Attorney-in-Fact for John K. Kibarian](#)     02/11/2004

\*\* 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.**