SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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* **WALKER GREGORY C** (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 **PDF SOLUTIONS INC** [**PDFS**] 3. Date of Earliest Transaction (Month/Day/Year) 06/01/2015 4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director	10% Owner
X	Officer (give title below)	Other (specify below)
	CFO, VP Finance	

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

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	06/01/2015		A(1)		9,750	A	$0	22,684	D	
Common Stock	06/01/2015		F(2)		1,552	D	$16.48	21,132	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. These shares represent an award of restricted stock units. Of the total shares, (1) 3,250 shares of restricted stock units shall vest as follows: 25% of the total shares shall vest on June 1, 2015 and 25% of the total shares shall vest annually thereafter until fully vested, subject to the Recipient's continued service through each applicable vesting date; and (2) 6,500 shares of restricted stock units shall vest as follows: 12.5% of the total shares shall vest on the date that is six (6) month after June 1, 2015 and 12.5% of the total shares shall vest on each date that is six (6) months thereafter until fully vested, subject to the Recipient's continued service through each applicable vesting date.

2. This represents a disposition of shares to the Company to satisfy tax withholding obligations with respect to the vesting of Restricted Stock rights. This is not a sale of shares in the market.

/s/ Gregory Walker   06/02/2015
** 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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