

OMB APPROVAL	
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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

<b>1. Name and Address of Reporting Person*</b> <u>HAWIT ANDRE</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP/GM Yield Mngmt Solutions
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 11/30/2007	
<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	11/30/2007		S		800	D	\$7.8	981,227	D	
Common Stock	11/30/2007		S		900	D	\$7.95	980,327	D	
Common Stock	11/30/2007		S		1,200	D	\$8.05	979,127	D	
Common Stock	11/30/2007		S		1,000	D	\$8.0511	978,127	D	
Common Stock	11/30/2007		S		1,000	D	\$8.056	977,127	D	
Common Stock	11/30/2007		S		592	D	\$8.0583	976,535	D	
Common Stock	11/30/2007		S		1,000	D	\$8.06	975,535	D	
Common Stock	11/30/2007		S		100	D	\$8.08	975,435	D	
Common Stock	11/30/2007		S		1,000	D	\$8.0967	974,435	D	
Common Stock	11/30/2007		S		2,000	D	\$8.1	972,435	D	
Common Stock	11/30/2007		S		1,000	D	\$8.101	971,435	D	
Common Stock	11/30/2007		S		1,000	D	\$8.1014	970,435	D	
Common Stock	11/30/2007		S		6,000	D	\$8.11	964,435	D	
Common Stock	11/30/2007		S		1,000	D	\$8.112	963,435	D	
Common Stock	11/30/2007		S		6,500	D	\$8.12	956,935	D	
Common Stock	11/30/2007		S		1,520	D	\$8.13	955,415	D	
Common Stock	11/30/2007		S		3,500	D	\$8.14	951,915	D	
Common Stock	11/30/2007		S		1,000	D	\$8.142	950,915	D	
Common Stock	11/30/2007		S		1,000	D	\$8.15	949,915	D	
Common Stock	11/30/2007		S		1,000	D	\$8.17	948,915	D	
Common Stock	11/30/2007		S		2,000	D	\$8.23	946,915	D	
Common Stock	11/30/2007		S		788	D	\$8.2513	946,127	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 Andre](#)      12/03/2007  
[Hawit](#)

\*\* 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.**