SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MICHAELS KIMON	PDF SOLUTIONS INC [PDFS]	X Director ☐ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2005	X Officer (give title below) ☐ Other (specify below)
333 WEST SAN CARLOS STREET SUITE 700		Co-VP of Client Services
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
SAN JOSE CA 95110		X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(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 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	10/31/2005		S		100	D	$14.7	1,527,976	D	
Common Stock	10/31/2005		S		200	D	$14.715	1,527,776	D	
Common Stock	10/31/2005		S		100	D	$14.73	1,527,676	D	
Common Stock	10/31/2005		S		500	D	$14.734	1,527,176	D	
Common Stock	10/31/2005		S		300	D	$14.7467	1,526,876	D	
Common Stock	10/31/2005		S		100	D	$14.75	1,526,776	D	
Common Stock	10/31/2005		S		500	D	$14.758	1,526,276	D	
Common Stock	10/31/2005		S		200	D	$14.765	1,526,076	D	
Common Stock	10/31/2005		S		400	D	$14.77	1,525,676	D	
Common Stock	10/31/2005		S		600	D	$14.785	1,525,076	D	
Common Stock	10/31/2005		S		8	D	$14.79	1,525,068	D	
Common Stock	10/31/2005		S		300	D	$14.7967	1,524,768	D	
Common Stock	10/31/2005		S		400	D	$14.8	1,524,368	D	
Common Stock	10/31/2005		S		400	D	$14.805	1,523,968	D	
Common Stock	10/31/2005		S		600	D	$14.81	1,523,368	D	
Common Stock	10/31/2005		S		400	D	$14.825	1,522,968	D	
Common Stock	10/31/2005		S		500	D	$14.834	1,522,468	D	
Common Stock	10/31/2005		S		700	D	$14.84	1,521,768	D	
Common Stock	10/31/2005		S		300	D	$14.8433	1,521,468	D	
Common Stock	10/31/2005		S		900	D	$14.85	1,520,568	D	
Common Stock	10/31/2005		S		100	D	$14.86	1,520,468	D	
Common Stock	10/31/2005		S		203	D	$14.87	1,520,265	D	
Common Stock	10/31/2005		S		597	D	$14.88	1,519,668	D	
Common Stock	10/31/2005		S		400	D	$14.885	1,519,268	D	
Common Stock	10/31/2005		S		300	D	$14.8867	1,518,968	D	
Common Stock	10/31/2005		S		800	D	$14.89	1,518,168	D	

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	10/31/2005		S		200	D	$14.9	1,517,968	D	
Common Stock	10/31/2005		S		600	D	$14.9033	1,517,368	D	
Common Stock	10/31/2005		S		500	D	$14.904	1,516,868	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				
2001 Stock Plan Option (Right to Buy)	$14.58	10/27/2005		A		24,000		(1)	10/26/2015	Common Stock	24,000	$0.00	24,000	D	

Explanation of Responses:

1. Of the total shares subject to the option (the "Total Shares") 25% vest on October 27, 2006 and 1/48th of the Total Shares vest on the 27th day of each month thereafter, provided that the reporting person remains an employee or consultant of PDFS.

Remarks:

This Form 4 is the first of two Form 4 reports filed on October 31, 2005 regarding the Reporting Person's sale of Common Stock on October 31, 2005. This Form includes a stock option grant awarded on October 27,2005.

/s/ P. Steven Melman,
Attorney-in-Fact for Kimon W. 10/31/2005
Michaels

** 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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