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)
COBOURN THOMAS	PDF SOLUTIONS INC [PDFS]	

(Last)   (First)   (Middle)

333 WEST SAN CARLOS STREET
SUITE 700

(Street)

SAN JOSE   CA   95110

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2004

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)

VP, Yield Analysis

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	02/03/2004		S[(1)]		2,284	D	$12	1,096,623	D	
Common Stock	02/03/2004		S[(1)]		16	D	$12.03	1,096,607	D	
Common Stock	02/03/2004		S[(1)]		100	D	$12.01	1,096,507	D	
Common Stock	02/03/2004		S[(1)]		100	D	$12.02	1,096,407	D	
Common Stock	02/03/2004		S[(1)]		800	D	$12.05	1,095,607	D	
Common Stock	02/03/2004		S[(1)]		150	D	$12.08	1,095,457	D	
Common Stock	02/03/2004		S[(1)]		100	D	$12.12	1,095,357	D	
Common Stock	02/03/2004		S[(1)]		100	D	$12.06	1,095,257	D	
Common Stock	02/03/2004		S[(1)]		100	D	$12.15	1,095,157	D	
Common Stock	02/03/2004		S[(1)]		100	D	$12.0017	1,095,057	D	
Common Stock								66,666	I	By the Thomas F. Cobourn 2001 Grantor Retained Annuity Trust dated June 25, 2001

<table>
<tr><td colspan="11" align="center">Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)</td></tr>
<tr>
<td>1. Title of Derivative Security (Instr. 3)</td>
<td>2. Conversion or Exercise Price of Derivative Security</td>
<td>3. Transaction Date (Month/Day/Year)</td>
<td>3A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td>4. Transaction Code (Instr. 8)</td>
<td>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</td>
<td>6. Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</td>
<td>8. Price of Derivative Security (Instr. 5)</td>
<td>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>11. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td></td><td></td><td></td><td></td>
<td>Code | V</td>
<td>(A) | (D)</td>
<td>Date Exercisable | Expiration Date</td>
<td>Title | Amount or Number of Shares</td>
<td></td><td></td><td></td><td></td>
</tr>
</table>

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on August 7, 2003.

Remarks:

/s/ P. Steven Melman, Attorney-in-Fact for Thomas F. Coburn   02/06/2004

** 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.