

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

1. Name and Address of Reporting Person* <b>HAWIT ANDRE</b>  (Last) (First) (Middle) 333 WEST SAN CARLOS STREET SUITE 700  (Street) SAN JOSE CA 95110  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>PDF SOLUTIONS INC [ PDFS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP of Software Development</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/27/2005</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/27/2005		S <sup>(1)</sup>		324	D	\$15.89	1,269,333	D	
Common Stock	12/27/2005		S		670	D	\$15.9	1,268,663	D	
Common Stock	12/27/2005		S		400	D	\$15.905	1,268,263	D	
Common Stock	12/27/2005		S		200	D	\$15.91	1,268,063	D	
Common Stock	12/27/2005		S		1,011	D	\$15.92	1,267,052	D	
Common Stock	12/27/2005		S		400	D	\$15.925	1,266,652	D	
Common Stock	12/27/2005		S		400	D	\$15.93	1,266,252	D	
Common Stock	12/27/2005		S		226	D	\$15.94	1,266,026	D	
Common Stock	12/27/2005		S		300	D	\$15.95	1,265,726	D	
Common Stock	12/27/2005		S		100	D	\$15.96	1,265,626	D	
Common Stock	12/27/2005		S		200	D	\$15.97	1,265,426	D	
Common Stock	12/27/2005		S		300	D	\$15.98	1,265,126	D	
Common Stock	12/27/2005		S		500	D	\$15.99	1,264,626	D	
Common Stock	12/27/2005		S		800	D	\$16	1,263,826	D	
Common Stock	12/27/2005		S		1,800	D	\$16.01	1,262,026	D	
Common Stock	12/27/2005		S		400	D	\$16.02	1,261,626	D	
Common Stock	12/27/2005		S		400	D	\$16.025	1,261,226	D	
Common Stock	12/27/2005		S		700	D	\$16.03	1,260,526	D	
Common Stock	12/27/2005		S		200	D	\$16.035	1,260,326	D	
Common Stock	12/27/2005		S		500	D	\$16.04	1,259,826	D	
Common Stock	12/27/2005		S		4,000	D	\$16.05	1,255,826	D	
Common Stock	12/27/2005		S		600	D	\$16.055	1,255,226	D	
Common Stock	12/27/2005		S		100	D	\$16.06	1,255,126	D	
Common Stock	12/27/2005		S		100	D	\$16.08	1,255,026	D	
Common Stock	12/27/2005		S		100	D	\$16.09	1,254,926	D	
Common Stock	12/27/2005		S		900	D	\$16.11	1,254,026	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	12/27/2005		S		200	D	\$16.115	1,253,826	D	
Common Stock	12/27/2005		S		830	D	\$16.12	1,252,996	D	
Common Stock	12/27/2005		S		200	D	\$16.125	1,252,796	D	
Common Stock	12/27/2005		S		700	D	\$16.13	1,252,096	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					

**Explanation of Responses:**

1. All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 sales plan dated August 26, 2005 between the Reporting Person and Goldman, Sachs & Co.

**Remarks:**

This Form 4 is the first of two Form 4 reports filed on December 29, 2005 regarding the Reporting Person's sale of Common Stock on December 27, 2005 per his 10b5-1 sales plan dated August 26, 2005.

/s/ P. STEVEN MELMAN,  
Attorney-in-Fact for Andre      12/29/2005  
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.