

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* <u>MICHAELS KIMON</u>  (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 <u>PDF SOLUTIONS INC [ PDFS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-VP of Client Services</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2004</u>	
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	11/01/2004		S		1,200	D	\$12.7	1,616,876	D	
Common Stock	11/01/2004		S		1,200	D	\$12.7042	1,615,676	D	
Common Stock	11/01/2004		S		700	D	\$12.7043	1,614,976	D	
Common Stock	11/01/2004		S		600	D	\$12.71	1,614,376	D	
Common Stock	11/01/2004		S		400	D	\$12.7125	1,613,976	D	
Common Stock	11/01/2004		S		3,100	D	\$12.72	1,610,876	D	
Common Stock	11/01/2004		S		100	D	\$12.75	1,610,776	D	
Common Stock	11/01/2004		S		1,400	D	\$12.77	1,609,376	D	
Common Stock	11/01/2004		S		300	D	\$12.78	1,609,076	D	
Common Stock	11/01/2004		S		1,000	D	\$12.786	1,608,076	D	
Common Stock	11/02/2004		S		216	D	\$12.69	1,607,860	D	
Common Stock	11/02/2004		S		2,000	D	\$12.7	1,605,860	D	
Common Stock	11/02/2004		S		100	D	\$12.72	1,605,760	D	
Common Stock	11/02/2004		S		2,193	D	\$12.73	1,603,567	D	
Common Stock	11/02/2004		S		1,500	D	\$12.7393	1,602,067	D	
Common Stock	11/02/2004		S		1,100	D	\$12.74	1,600,967	D	
Common Stock	11/02/2004		S		100	D	\$12.77	1,600,867	D	
Common Stock	11/02/2004		S		1,400	D	\$12.78	1,599,467	D	
Common Stock	11/02/2004		S		800	D	\$12.79	1,598,667	D	
Common Stock	11/02/2004		S		4,011	D	\$12.8	1,594,656	D	
Common Stock	11/02/2004		S		600	D	\$12.81	1,594,056	D	
Common Stock	11/02/2004		S		3,907	D	\$12.8252	1,590,149	D	
Common Stock	11/02/2004		S		900	D	\$12.83	1,589,249	D	
Common Stock	11/02/2004		S		291	D	\$12.84	1,588,958	D	
Common Stock	11/02/2004		S		100	D	\$12.87	1,588,858	D	
Common Stock	11/02/2004		S		100	D	\$12.89	1,588,758	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	11/02/2004		S		300	D	\$12.9	1,588,458	D	
Common Stock	11/02/2004		S		200	D	\$12.92	1,588,258	D	
Common Stock	11/02/2004		S		182	D	\$12.94	1,588,076	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)					

Explanation of Responses:

Remarks:

/s/ P. Steven Melman,  
Attorney-in-Fact for Kimon W. 11/03/2004  
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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