

OMB APPROVAL	
OMB Number:	3235-0287
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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>KIBARIAN JOHN KACHIG</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> <u>PDF SOLUTIONS INC [ PDFS ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  CEO, President
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 02/12/2004	
<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	02/12/2004		S		1,403	D	\$12.2872	2,689,353	D	
Common Stock	02/12/2004		S		897	D	\$12.3534	2,688,456	D	
Common Stock	02/12/2004		S		400	D	\$12.37	2,688,056	D	
Common Stock	02/12/2004		S		1,000	D	\$12.28	2,687,056	D	
Common Stock	02/12/2004		S		1,300	D	\$12.3	2,685,756	D	
Common Stock	02/12/2004		S		600	D	\$12.185	2,685,156	D	
Common Stock	02/12/2004		S		200	D	\$12.045	2,684,956	D	
Common Stock	02/12/2004		S		200	D	\$11.995	2,684,756	D	
Common Stock	02/12/2004		S		400	D	\$11.845	2,684,356	D	
Common Stock	02/12/2004		S		303	D	\$12.3339	2,684,053	D	
Common Stock	02/12/2004		S		1,200	D	\$11.9533	2,682,853	D	
Common Stock	02/12/2004		S		2,697	D	\$12.3026	2,680,156	D	
Common Stock	02/12/2004		S		100	D	\$12.32	2,680,056	D	
Common Stock	02/12/2004		S		100	D	\$12.33	2,679,956	D	
Common Stock	02/12/2004		S		100	D	\$12.29	2,679,856	D	
Common Stock	02/12/2004		S		200	D	\$12.25	2,679,656	D	
Common Stock	02/12/2004		S		100	D	\$12.24	2,679,556	D	
Common Stock	02/12/2004		S		100	D	\$12.01	2,679,456	D	
Common Stock	02/12/2004		S		200	D	\$11.95	2,679,256	D	
Common Stock	02/12/2004		S		300	D	\$11.99	2,678,956	D	
Common Stock	02/12/2004		S		200	D	\$12	2,678,756	D	
Common Stock	02/12/2004		S		100	D	\$11.89	2,678,656	D	
Common Stock	02/12/2004		S		300	D	\$11.8	2,678,356	D	
Common Stock	02/12/2004		S		1,100	D	\$11.8209	2,677,256	D	
Common Stock	02/12/2004		S		700	D	\$11.9586	2,676,556	D	
Common Stock	02/12/2004		S		500	D	\$11.964	2,676,056	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	02/12/2004		S		300	D	\$11.96	2,675,756	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 John K. Kibarian     02/13/2004

\*\* 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.