

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

<b>1. Name and Address of Reporting Person*</b> <u>COBOURN THOMAS</u>  (Last) (First) (Middle) <u>333 WEST SAN CARLOS STREET</u> <u>SUITE 700</u>  (Street) <u>SAN JOSE CA 95110</u>  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Yield Analysis</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/22/2004</u>	
<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	01/22/2004		s <sup>(1)</sup>		100	D	\$15.36	1,110,357	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.15	1,110,257	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.4	1,110,157	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		350	D	\$15.41	1,109,807	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.39	1,109,707	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.09	1,109,607	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		300	D	\$15.37	1,109,307	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.124	1,109,207	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		200	D	\$15.392	1,109,007	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.001	1,108,907	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		1,300	D	\$15.05	1,107,607	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.01	1,107,507	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.17	1,107,407	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.1	1,107,307	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.23	1,107,207	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.11	1,107,107	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.29	1,107,007	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		200	D	\$15.12	1,106,807	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.34	1,106,707	D	
Common Stock	01/22/2004		s <sup>(1)</sup>		100	D	\$15.14	1,106,607	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								66,666	I	By the Thomas F. Cobourn 2001 Grantor Retained Annuity Trust dated June 25, 2001

**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. 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 M. Melman,  
Attorney-in-Fact for Thomas F. Cobourn      01/22/2004

\*\* 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.

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