

PDF SOLUTIONS INC
Form 4
November 24, 2004

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
COBOURN THOMAS

(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
PDF SOLUTIONS INC [PDFS]

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2004

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

VP, Yield Analysis

6. Individual or Joint/Group Filing (Check Applicable Line)
 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	11/22/2004		S	4,900 D \$ 12.95	804,357	D	
Common Stock	11/22/2004		S	5,100 D \$ 12.97	799,257	D	
Common Stock	11/22/2004		S	10,000 D \$ 13	789,257	D	
Common Stock	11/23/2004		S	3,889 D \$ 12.7582	785,368	D	
Common Stock	11/23/2004		S	1,100 D \$ 12.7818	784,268	D	

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Common Stock	11/23/2004	S	3,342	D	\$ 12.85	780,926	D
Common Stock	11/23/2004	S	1,669	D	\$ 12.9	779,257	D
Common Stock	11/24/2004	S	2,277	D	\$ 13.1009	776,980	D
Common Stock	11/24/2004	S	500	D	\$ 13.2	776,480	D
Common Stock	11/24/2004	S	123	D	\$ 13.2244	776,357	D
Common Stock	11/24/2004	S	500	D	\$ 13.25	775,857	D
Common Stock	11/24/2004	S	500	D	\$ 13.27	775,357	D
Common Stock	11/24/2004	S	700	D	\$ 13.28	774,657	D
Common Stock	11/24/2004	S	900	D	\$ 13.2844	773,757	D
Common Stock	11/24/2004	S	300	D	\$ 13.29	773,457	D
Common Stock	11/24/2004	S	200	D	\$ 13.3	773,257	D

Common Stock						66,666	I	By the Thomas F. Cobourn 2001 Grantor Retained Annuity Trust dated June 25, 2001
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COBOURN THOMAS 333 WEST SAN CARLOS STREET SUITE 700 SAN JOSE, CA 95110			VP, Yield Analysis	

Signatures

/s/ P. Steven Melman, Attorney-in-Fact for Thomas F. Cobourn

11/24/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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