

PDF SOLUTIONS INC
Form 4
December 17, 2009

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 *
MICHAELS KIMON

(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)
12/16/2009

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-Design for Manufacturabilit

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	12/16/2009 ⁽¹⁾⁽²⁾⁽³⁾		A		26,667	A	② 1,474,367	D
Common Stock	12/16/2009 ⁽¹⁾⁽³⁾⁽⁴⁾		A		10,000	A	④ 1,484,367	⁽⁵⁾ D
Common Stock	12/16/2009 ⁽¹⁾⁽³⁾⁽⁶⁾		A		4,167	A	⑥ 77,518	I By Spouse
Common Stock	12/16/2009 ⁽¹⁾⁽³⁾⁽⁷⁾		A		6,334	A	⑦ 83,852	I By Spouse
Common Stock	12/16/2009 ⁽¹⁾⁽³⁾⁽⁸⁾		A		6,667	A	⑧ 90,519	⁽⁹⁾ I By Spouse

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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)

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. Amount or Number of Shares
2001 Stock Plan Option (Right to Buy)	\$ 6.39	12/16/2009 ⁽¹⁾		D	80,000	⁽¹⁰⁾ 04/20/2013	Common Stock	80,000
2001 Stock Plan Option (Right to Buy)	\$ 8.92	12/16/2009 ⁽¹⁾		D	30,000	⁽¹¹⁾ 11/06/2017	Common Stock	30,000
2001 Stock Plan Option (Right to Buy)	\$ 6.55	12/16/2009 ⁽¹⁾		D	12,500	⁽¹²⁾ 03/31/2013	Common Stock	12,500
2001 Stock Plan Option (Right to Buy)	\$ 9.59	12/16/2009 ⁽¹⁾		D	19,000	⁽¹³⁾ 05/02/2014	Common Stock	19,000
2001 Stock Plan Option (Right to Buy)	\$ 8.92	12/16/2009 ⁽¹⁾		D	20,000	⁽¹¹⁾ 11/06/2017	Common Stock	20,000

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- The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on November 7, 2008 and
- (11) 1/48th of the total shares vested on the 7th day of each month thereafter, subject to the reporting person's continued service with PDFS, or an affiliate thereof, through each vesting date.

- The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on April 1, 2004 and
- (12) 1/48th of the total shares vested on the 1st day of each month thereafter, subject to the reporting person's continued service with PDFS, or an affiliate thereof, through each vesting date. The options were fully vested at the time of cancellation.

- The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on May 3, 2005 and 1/48th
- (13) of the total shares vested on the 3rd day of each month thereafter, subject to the reporting person's continued service with PDFS, or an affiliate thereof, through each vesting date. The options were fully vested at the time of cancellation.

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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