

Jones Keith A
Form 3
January 06, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Jones Keith A
(Last) (First) (Middle)

333 WEST SAN CARLOS ST., ^ SUITE 700

(Street)

SAN JOSE, ^ CA ^ 95110

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/01/2006

3. Issuer Name and Ticker or Trading Symbol
PDF SOLUTIONS INC [PDFS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Vice President, Finance & CFO

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

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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

2,335

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D ^

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
2001 Stock Plan Option (Right to Buy)	Â (1)	08/25/2013	Common Stock	16,000	\$ 11.5	D	Â
2001 Stock Plan Option (Right to Buy)	Â (2)	05/02/2014	Common Stock	3,500	\$ 9.59	D	Â
2001 Stock Plan Option (Right to Buy)	Â (3)	10/12/2015	Common Stock	125,000	\$ 15.77	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Keith A 333 WEST SAN CARLOS ST. SUITE 700 SAN JOSE, CA 95110	Â	Â	Â Vice President, Finance & CFO	Â

Signatures

/s/ KEITH A. JONES 01/04/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) 12/48ths of the total 16,000 option shares vested on August 26, 2004, The remaining 12,000 option shares continued to vest monthly on the same day of each month at the rate of 1/48th of the total 16,000 option shares granted. Currently 9,666 option shares are vested and the remaining 6,334 option shares shall continue to vest at the same monthly rate provided the reporting person remains an employee or consultant of PDFS.
 - (2) 12/48ths of the total 3,500 option shares vested on May 3, 2005. The remaining 2,625 option shares continued to vest monthly on the same day of each month at the rate of 1/48th of the total 3,500 option shares granted. Currently a total of 1,458 option shares are vested and the remaining 2,042 option shares shall continue to vest at the same monthly rate provided the reporting person remains an employee or consultant of PDFS.
 - (3) 25,000 option shares were fully vested at the time of grant. The remaining 100,000 option shares continued to vest monthly on the same day of each month at the rate of 1/48th of the total 125,000 option shares granted. Currently 29,166 option shares are vested and the remaining 95,834 option shares shall continue to vest at the same monthly rate provided the reporting person remains an employee or consultant of PDFS.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.