

PDF SOLUTIONS INC
Form 4
August 23, 2012

FORM 4

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

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 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 *
HARTGRING CORNELIS

(Last) (First) (Middle)

333 W. SAN CARLOS ST., SUITE 1000

(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)
08/22/2012

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)

Vice President, CSS

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 or Price		
Common Stock	08/22/2012		M ⁽¹⁾		10,000 A \$ 5.4	D	
Common Stock	08/22/2012		S		1,600 D \$ 11.235	D	
Common Stock	08/22/2012		S		3,800 D \$ 11.24	D	
Common Stock	08/22/2012		S		3,500 D \$ 11.245	D	
Common Stock	08/22/2012		S		400 D \$ 11.26	D	

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Common Stock	08/22/2012	S	700	D	\$ 11.31	69,821	D
Common Stock	08/23/2012	M	10,000	A	\$ 5.4	79,821	D
Common Stock	08/23/2012	S	320	D	\$ 11.9	79,501	D
Common Stock	08/23/2012	S	100	A	\$ 11.85	79,401	D
Common Stock	08/23/2012	S	200	D	\$ 11.855	79,201	D
Common Stock	08/23/2012	S	200	D	\$ 11.865	79,001	D
Common Stock	08/23/2012	S	400	D	\$ 11.87	78,601	D
Common Stock	08/23/2012	S	400	D	\$ 11.88	78,201	D
Common Stock	08/23/2012	S	100	D	\$ 11.885	78,101	D
Common Stock	08/23/2012	S	500	D	\$ 11.89	77,601	D
Common Stock	08/23/2012	S	1,100	D	\$ 11.9	76,501	D
Common Stock	08/23/2012	S	100	D	\$ 11.905	76,401	D
Common Stock	08/23/2012	S	200	D	\$ 11.91	76,201	D
Common Stock	08/23/2012	S	500	D	\$ 11.915	75,701	D
Common Stock	08/23/2012	S	1,500	D	\$ 11.92	74,201	D
Common Stock	08/23/2012	S	500	D	\$ 11.925	73,701	D
Common Stock	08/23/2012	S	1,493	D	\$ 11.93	72,208	D
Common Stock	08/23/2012	S	1,100	D	\$ 11.94	71,108	D
Common Stock	08/23/2012	S	500	D	\$ 11.95	70,608	D
Common Stock	08/23/2012	S	100	D	\$ 11.96	70,508	D
	08/23/2012	S	422	D	\$ 11.98	70,086	D

Common
Stock

Common Stock	08/23/2012		S	100	D	\$ 11.99	69,986	D
Common Stock	08/23/2012		S	100	D	\$ 12	69,886	D
Common Stock	08/23/2012		S	65	D	\$ 12.03	69,821	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to Buy)	\$ 5.4	08/22/2012		M	10,000	09/03/2002 09/02/2012	Common Stock	10,000	
Stock Options (Right to Buy)	\$ 5.4	08/23/2012		M	10,000	09/03/2002 09/02/2012	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARTGRING CORNELIS 333 W. SAN CARLOS ST. SUITE 1000 SAN JOSE, CA 95110			Vice President, CSS	

Signatures

/s/ Gregory Walker, Attorney-in-Fact for Cornelis
Hartgring

08/23/2012

__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).

(1) All transactions reported on this Form 4 were effected pursuant to a rule 10b-5 Sales Plan.

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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