

PDF SOLUTIONS INC

Form 4

November 24, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

VP, Yield Analysis

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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
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By the
Thomas
F.
Cobourn
2001
Grantor
Retained
Annuity
Trust
dated
June 25,
2001

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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).

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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