

PDF SOLUTIONS INC
Form 4
August 17, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 W. SAN CARLOS ST., SUITE 1000

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2012

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice President, CSS

(Street)
SAN JOSE, CA 95110

4. 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 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/15/2012		M ⁽¹⁾		10,000	A	\$ 5.4	79,821	D
Common Stock	08/15/2012		S		300	D	\$ 10.07	79,521	D
Common Stock	08/15/2012		S		100	D	\$ 10.08	79,421	D
Common Stock	08/15/2012		S		200	D	\$ 10.1	79,221	D
Common Stock	08/15/2012		S		500	D	\$ 10.11	78,721	D

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Common Stock	08/15/2012	S	600	D	\$ 10.195	78,121	D
Common Stock	08/15/2012	S	100	D	\$ 10.198	78,021	D
Common Stock	08/15/2012	S	952	D	\$ 10.2	77,069	D
Common Stock	08/15/2012	S	100	D	\$ 10.21	76,969	D
Common Stock	08/15/2012	S	1,300	D	\$ 10.22	75,669	D
Common Stock	08/15/2012	S	3,948	D	\$ 10.23	71,721	D
Common Stock	08/15/2012	S	900	D	\$ 10.235	70,821	D
Common Stock	08/15/2012	S	300	D	\$ 10.24	70,521	D
Common Stock	08/15/2012	S	100	D	\$ 10.245	70,421	D
Common Stock	08/15/2012	S	400	D	\$ 10.25	70,021	D
Common Stock	08/15/2012	S	200	D	\$ 10.305	69,821	D
Common Stock	08/16/2012	M	547	A	\$ 5.4	70,368	D
Common Stock	08/16/2012	M	9,453	A	\$ 5.4	79,821	D
Common Stock	08/16/2012	S	200	D	\$ 10.3	79,621	D
Common Stock	08/16/2012	S	500	D	\$ 10.31	79,121	D
Common Stock	08/16/2012	S	300	D	\$ 10.32	78,821	D
Common Stock	08/16/2012	S	200	D	\$ 10.33	78,621	D
Common Stock	08/16/2012	S	1,500	D	\$ 10.34	77,121	D
Common Stock	08/16/2012	S	100	D	\$ 10.348	77,021	D
Common Stock	08/16/2012	S	1,668	D	\$ 10.35	75,353	D
	08/16/2012	S	4,400	D		70,953	D

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Common Stock					\$			
					10.355			
Common Stock	08/16/2012		S	810	D	\$ 10.36	70,143	D
Common Stock	08/16/2012		S	2	D	\$ 10.39	70,141	D
Common Stock	08/16/2012		S	320	D	\$ 10.34	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 5.4	08/15/2012		M	10,000	09/03/2002 09/02/2012	Common Stock 10,000
Stock Options (Right to Buy)	\$ 5.4	08/16/2012		M	547	09/03/2002 09/02/2012	Common Stock 547
Stock Options (Right to Buy)	\$ 5.4	08/16/2012		M	9,453	09/03/2002 09/02/2012	Common Stock 9,453

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

08/17/2012

__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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