## Edgar Filing: PDF SOLUTIONS INC - Form 4

PDF SOLUTIO	ONS INC										
May 26, 2006											
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								NOMB	3235-0	287	
Check this I if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b).	<b>STATEN</b> Filed pur <sub>ie.</sub> Section 17(	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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								0.5	
(Print or Type Res	sponses)										
1. Name and Address of Reporting Person <u>*</u> BILLAT SUSAN			2. Issuer Name <b>and</b> Ticker or Trading Symbol PDF SOLUTIONS INC [PDFS]				5. Relationship of Reporting Person(s) to Issuer				
(Last) 333 WEST SA STREET, SUI	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2006				(Check all applicable) <u>X</u> Director Officer (give title below) <u>Director</u> <u>below</u> ) <u>Director</u> <u>below</u> )					
SAN JOSE, C	4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>						
							Person				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	Transaction Date Ionth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	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)		
Deminder Dara	on a concrete line	for each a	ass of see	uritian hara	ficially or	ned directly	or indirectly				
Reminder: Report	on a separate line	e for each cl	ass of sec	unues bene	Perso infor requi	ons who res nation cont red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	i are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Yo	ear) (Inst	r. 8)	Acquired ( or Dispose (D) (Instr. 3, 4, and 5)	d of				
				Code	e V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2001 Stock Plan Option (Right to Buy)	\$ 13.6	05/24/2006		А		15,000		<u>(1)</u>	05/23/2016	Common Stock	15,000
Repoi	rting Ov	vners									
Repor	ting Owner Nar	ne / Address	Relationships								
<b>Reporting Owner Name / Address</b>			Director 109	% Owner	Offi	cer Other					
SUITE 70	T SAN CARI	LOS STREET	х								
Signa	tures										

/s/ P. Steven Melman, Attorney-in-Fact for Susan Billat 05/25/2006

## **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) 12/48ths of the total shares subject to the option (the "Total Shares") vest on May 24, 2007 and 1/48th of the Total Shares shall vest on the 24th day of each month thereafter, provided that the reporting person continues to serve as a Director 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.