

PDF SOLUTIONS INC  
Form 4  
August 17, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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)  
**08/15/2012**

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/15/2012		M <sup>(1)</sup>		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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(9-02)

**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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