

PDF SOLUTIONS INC

Form 4

August 22, 2012

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

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(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)
08/21/2012

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)

Vice President, CSS

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	08/21/2012		M ⁽¹⁾		10,000	A	\$ 5.4	79,821	D	
Common Stock	08/21/2012		S		100	D	\$ 10.94	79,721	D	
Common Stock	08/21/2012		S		200	D	\$ 10.99	79,521	D	
Common Stock	08/21/2012		S		300	D	\$ 11	79,221	D	
Common Stock	08/21/2012		S		500	D	\$ 11.01	78,721	D	

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Common Stock	08/21/2012	S	1,258	D	\$ 11.16	77,463	D
Common Stock	08/21/2012	S	1,046	D	\$ 11.17	76,417	D
Common Stock	08/21/2012	S	368	D	\$ 11.2	76,049	D
Common Stock	08/21/2012	S	742	D	\$ 11.21	75,307	D
Common Stock	08/21/2012	S	300	D	\$ 11.22	75,007	D
Common Stock	08/21/2012	S	300	D	\$ 11.23	74,700	D
Common Stock	08/21/2012	S	2,480	D	\$ 11.24	72,227	D
Common Stock	08/21/2012	S	901	D	\$ 11.25	71,326	D
Common Stock	08/21/2012	S	200	D	\$ 11.26	71,126	D
Common Stock	08/21/2012	S	200	D	\$ 11.28	70,926	D
Common Stock	08/21/2012	S	600	D	\$ 11.29	70,326	D
Common Stock	08/21/2012	S	200	D	\$ 11.3	70,126	D
Common Stock	08/21/2012	S	100	D	\$ 11.32	70,026	D
Common Stock	08/21/2012	S	100	D	\$ 11.33	69,926	D
Common Stock	08/21/2012	S	100	D	\$ 11.34	69,826	D
Common Stock	08/21/2012	S	5	D	\$ 11.36	69,821	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 5.4	08/21/2012		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

08/22/2012

__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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