

PDF SOLUTIONS INC

Form 4

August 28, 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

OMB  
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response... 0.5

(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)  
**08/24/2012**

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 \_\_\_\_\_ Other (specify  
below) 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)
Common Stock	08/24/2012		M <sup>(1)</sup>	10,000	A \$ 5.4	79,821	D
Common Stock	08/24/2012		S	15	D \$ 11.72	79,806	D
Common Stock	08/24/2012		S	85	D \$ 11.79	79,721	D
Common Stock	08/24/2012		S	102	D \$ 11.92	79,619	D
Common Stock	08/24/2012		S	200	D \$ 11.93	79,419	D

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Common Stock	08/24/2012	S	100	D	\$ 11.9307	79,319	D
Common Stock	08/24/2012	S	100	D	\$ 11.935	79,219	D
Common Stock	08/24/2012	S	898	D	\$ 11.94	78,321	D
Common Stock	08/24/2012	S	1,101	D	\$ 11.95	77,220	D
Common Stock	08/24/2012	S	99	D	\$ 11.96	77,121	D
Common Stock	08/24/2012	S	200	D	\$ 11.965	76,921	D
Common Stock	08/24/2012	S	900	D	\$ 11.97	76,021	D
Common Stock	08/24/2012	S	400	D	\$ 11.98	75,621	D
Common Stock	08/24/2012	S	1,800	D	\$ 11.99	73,821	D
Common Stock	08/24/2012	S	1,200	D	\$ 12	72,621	D
Common Stock	08/24/2012	S	1,000	D	\$ 12.01	71,621	D
Common Stock	08/24/2012	S	400	D	\$ 12.02	71,221	D
Common Stock	08/24/2012	S	500	D	\$ 12.03	70,721	D
Common Stock	08/24/2012	S	200	D	\$ 12.04	70,521	D
Common Stock	08/24/2012	S	700	D	\$ 12.05	69,821	D
Common Stock	08/27/2012	M	4,619	A	\$ 5.4	74,440	D
Common Stock	08/27/2012	S	900	D	\$ 12.06	73,540	D
Common Stock	08/27/2012	S	5,000	D	\$ 12.07	68,540	D
Common Stock	08/27/2012	S	4,100	D	\$ 12.09	64,440	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not**

SEC 1474  
(9-02)

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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	08/24/2012		M		10,000		09/03/2002	09/02/2012	Common Stock	10,000
Stock Options (Right to Buy)	\$ 5.4	08/27/2012		M		4,619		09/03/2002	09/02/2012	Common Stock	4,619

## 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

08/28/2012

\_\_\_\_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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