

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

(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 ⁽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.

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