Jones Keith A Form 4 May 19, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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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)

may continue.

See Instruction

1(b).

1. Name and Address of Reporting Person * Jones Keith A			2. Issuer Name and Ticker or Trading Symbol PDF SOLUTIONS INC [PDFS]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
333 WEST SAN CARLOS ST., SUITE 700			(Month/Day/Year) 05/15/2009	Director 10% Owner _X Officer (give title Other (specify below)  CFO and VP, Finance & Asst Sec			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che			
SAN JOSE, CA 95110			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		· ID· I o D e· II o			

` •	, , , ,	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect			
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership			
					Following	(Instr. 4)	(Instr. 4)			
				( )	Reported					
				(A)	Transaction(s)					
			Code V	or Amount (D) Price	(Instr. 3 and 4)					
Common Stock	05/15/2009		F	3,346 D \$ 1.84	47,661 (1) (2)	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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								,	Amount		
									or		
							Expiration Date		Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

**Relationships** Reporting Owner Name / Address

> Director 10% Owner Officer Other

Jones Keith A 333 WEST SAN CARLOS ST. **SUITE 700** SAN JOSE, CA 95110

CFO and VP, Finance & Asst Sec

## **Signatures**

/s/ Keith A. 05/19/2009 Jones

\*\*Signature of Date Reporting Person

# **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).
- This amount includes 3,950 shares that were purchased on January 31, 2009 under the PDF Solutions, Inc. 2001 Employee Stock **(1)** Purchase Plan.

This amount includes 37,370 shares of restricted stock rights ("RSRs") that were previously reported as derivative securities in Table II on the Form 4/A filed on August 26, 2008 (an additional 3,346 RSRs that were also previously reported in Table II were withheld by PDF **(2)** Solutions, Inc. on May 15, 2009, to cover taxes.) Each RSR represents a bookkeeping entry equal in value to one (1) share of common stock of PDF Solutions, Inc. that will be automatically settled in shares upon vesting of the RSR.

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.

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