

PDF SOLUTIONS INC
 Form 4/A
 August 26, 2008

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 *
BILLAT SUSAN

(Last) (First) (Middle)

333 WEST SAN CARLOS STREET, SUITE 700

(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)
08/19/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
08/20/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)				
2001 Stock Plan Option (right to buy)	\$ 10.35	08/19/2008 ⁽¹⁾								
			D		5,000		⁽²⁾	06/05/2017	Common Stock	5,000
2001 Stock Plan Option (right to buy)	\$ 10.43	08/19/2008								
			D		15,000		⁽⁴⁾	05/29/2017	Common Stock	15,000
2001 Stock Plan Option (Right to Buy)	\$ 13.6	08/19/2008								
			D		15,000		⁽⁶⁾	05/23/2016	Common Stock	15,000
2001 Stock Plan Option (Right to Buy)	\$ 12.33	08/19/2008								
			D		15,000		⁽⁸⁾	05/25/2015	Common Stock	15,000
2001 Stock Plan Option (Right to Buy)	\$ 10.73	08/19/2008								
			D		30,000		⁽¹⁰⁾	09/11/2013	Common Stock	30,000
Restricted Stock Right	⁽¹²⁾	08/19/2008								
			A		7,144		⁽¹³⁾	⁽¹³⁾	Common Stock	7,144
Restricted Stock Right	⁽¹²⁾	08/19/2008								
			A		3,572		⁽¹⁴⁾	⁽¹⁴⁾	Common Stock	3,572
Restricted Stock Right	⁽¹²⁾	08/19/2008								
			A		3,572		⁽¹⁴⁾	⁽¹⁴⁾	Common Stock	3,572
Restricted Stock Right	⁽¹²⁾	08/19/2008								
			A		1,191		⁽¹⁴⁾	⁽¹⁴⁾	Common Stock	1,191
Restricted Stock	⁽¹²⁾	08/19/2008								
			A		3,572		⁽¹⁵⁾	⁽¹⁵⁾	Common Stock	3,572

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Each restricted stock right ("RSR") represents a bookkeeping entry equal in value to one (1) share of common stock of PDF Solutions, Inc.

(13) 50% of the total number of rights will vest on May 15, 2009 and 50% will vest six (6) months thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an eligible affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances. The RSR will be automatically settled in shares upon vesting of the RSR.

(14) 12.5% of the total number of rights will vest on May 15, 2009 and 12.5% will vest every six (6) months thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an eligible affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances. The RSR will be automatically settled in shares upon vesting of the RSR.

(15) 16.7% of the total number of rights will vest on May 15, 2009 and 16.66% will vest every six (6) months thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an eligible affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances. The RSR 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.

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