

Yu Albert YC
Form 4
February 24, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yu Albert YC

(Last) (First) (Middle)

333 W. SAN CARLOS ST., 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)

02/23/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common stock	02/23/2012		M		3,500	A \$ 4.82	17,974 ⁽¹⁾	D	
Common Stock	02/23/2012		M		1,749	A \$ 4.82	19,723	D	
Common Stock	02/23/2012		M		1,406	A \$ 2.3	21,129	D	
Common Stock	02/23/2013		S		3,500	D \$ 6.8	17,629	D	
Common Stock	02/23/2012		S		1,749	D \$ 6.75	15,880	D	

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Common Stock	02/23/2012	S	1,406	D	\$ 6.7	14,474	D
Common Stock	02/24/2012	M	3,500	A	\$ 4.82	17,974	D
Common Stock	02/24/2012	S	3,500	D	\$ 7	14,474	D

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

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(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 (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)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Options (Right to Buy)	\$ 4.82	02/23/2012		M		3,500	05/18/2011 05/17/2020	Common Stock 3,500
Stock Options (Right to Buy)	\$ 4.82	02/23/2012		M		1,749	06/18/2011 05/17/2020	Common Stock 1,749
Stock Options (Right to Buy)	\$ 4.82	02/24/2012		M		3,500	02/18/2012 05/17/2020	Common Stock 3,500
Stock Options (Right to buy)	\$ 2.3	02/23/2012		M		1,406	01/31/2012 07/30/2019	Common Stock 1,406

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Yu Albert YC 333 W. SAN CARLOS ST. SUITE 700 SAN JOSE, CA 95110	X

Signatures

/s/ Gregory C. Walker, Attorney-in-Fact for Albert Y
C Yu

02/24/2012

__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) The correct amount of the securities beneficially owned was 14,474, which was inadvertently omitted from 11/16/2011 Form 4 filings.

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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