

Yu Albert YC
Form 4
August 16, 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
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)

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	08/15/2012		M		2,813 A \$ 2.3	19,162 ⁽¹⁾	D
Common Stock	08/15/2012		S		2,813 D \$ 10.37	16,349	D
Common Stock	08/15/2012		M		2,084 A \$ 4.82	18,433	D
Common Stock	08/15/2012		S		2,084 D \$ 10.37	16,349	D
Common Stock	08/16/2012		M		3,281 A \$ 6.21	19,630	D

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Common Stock	08/16/2012	S	700	D	\$ 10.4	18,930	D
Common Stock	08/16/2012	S	2,581	D	\$ 10.4	16,349	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)	\$ 2.3	08/15/2012		M	2,813	07/31/2009 07/30/2019	Common Stock	2,813
Stock Options (Right to Buy)	\$ 4.82	08/15/2010		M	2,084	05/18/2010 05/17/2020	Common Stock	2,084
Stock Options (Right to Buy)	\$ 6.21	08/16/2012		M	3,281	05/27/2011 05/26/2021	Common Stock	3,281

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yu Albert YC 333 W. SAN CARLOS ST. SUITE 1000	X			

SAN JOSE, CA 95110

Signatures

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

08/16/2012

__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) Reduced by 1,875 shares of common stock which was inadvertently incorrectly reported under Form 4 dated 5/22/2012.

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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