

Yu Albert YC
 Form 4/A
 August 26, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Yu Albert YC

2. Issuer Name and Ticker or Trading Symbol
 PDF SOLUTIONS INC [PDFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/19/2008

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

333 WEST SAN CARLOS ST., SUITE 700

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/21/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN JOSE, CA 95110

(City) (State) (Zip)

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Securities (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 | | | | |
| 2001 Stock Plan Option (Right to Buy) | \$ 16 | 08/19/2008 ⁽¹⁾ | D | | 30,000 | ⁽²⁾ | 07/31/2015 | Common Stock | 30,000 |
| Restricted Stock Right | ⁽⁴⁾ | 08/19/2008 | A | | 7,143 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 7,143 |
| 2001 Stock Plan Option (Right to Buy) | \$ 13.6 | 08/19/2008 | D | | 15,000 | ⁽⁶⁾ | 05/23/2016 | Common Stock | 15,000 |
| Restricted Stock Right | ⁽⁴⁾ | 08/19/2008 | A | | 3,572 | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | 3,572 |
| 2001 Stock Plan Option (right to buy) | \$ 11.49 | 08/19/2008 | D | | 5,000 | ⁽⁹⁾ | 02/01/2017 | Common Stock | 5,000 |
| Restricted Stock Right | ⁽⁴⁾ | 08/19/2008 | A | | 1,191 | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | 1,191 |
| 2001 Stock Plan Option (right to buy) | \$ 10.43 | 08/19/2008 | D | | 15,000 | ⁽¹¹⁾ | 05/29/2017 | Common Stock | 15,000 |
| Restricted Stock Right | ⁽⁴⁾ | 08/19/2008 | A | | 3,572 | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | 3,572 |
| 2001 Stock Plan Option (right to buy) | \$ 10.35 | 08/19/2008 | D | | 5,000 | ⁽¹³⁾ | 06/05/2017 | Common Stock | 5,000 |
| Restricted Stock | ⁽⁴⁾ | 08/19/2008 | A | | 1,191 | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | 1,191 |

Right

2001

Stock Plan

Option (right to buy)

\$ 12.26

08/19/2008

D

2,158

(15)

07/19/2017

Common Stock

2,158

Restricted Stock Right

(4)

08/19/2008

A

514

(8)

(8)

Common Stock

514

Reporting Owners

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

Signatures

/s/ P. Steven Melman, Attorney-in-Fact for Albert Y.C. Yu

08/26/2008

**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 on this Form 4 report occurred at 12:12 a.m. EDT on August 19, 2008 (the "Transaction Date"). This amended report is filed to correct a typographical error in Box 3 and Column 3 of Table II.
- (2) The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on August 1, 2006 and 1/48th of the total shares vested on the 1st day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- (3) Pursuant to PDF Solutions, Inc.'s offer to exchange described in Schedule TO-1 filed on June 10, 2008, as amended, (the "Exchange Offer") on the Transaction Date PDF Solutions, Inc. cancelled an option granted to the reporting person on August 1, 2005. In exchange for the option, the reporting person received 7,143 restricted stock rights.
- (4) Each restricted stock right ("RSR") represents a bookkeeping entry equal in value to one (1) share of common stock of PDF Solutions, Inc.
- (5) 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.
- (6) The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on May 24, 2007 and 1/48th of the total shares vested on the 24th day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- (7) Pursuant to the Exchange Offer on the Transaction Date PDF Solutions, Inc. cancelled an option granted to the reporting person on May 24, 2006. In exchange for the option, the reporting person received 3,572 restricted stock rights.

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- (8) 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.
- (9) The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on February 2, 2008 and 1/48th of the total shares vested on the 2nd day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- (10) Pursuant to the Exchange Offer on the Transaction Date PDF Solutions, Inc. cancelled an option granted to the reporting person on February 2, 2007. In exchange for the option, the reporting person received 1,191 restricted stock rights.
- (11) The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on May 30, 2008 and 1/48th of the total shares vested on the 30th day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- (12) Pursuant to the Exchange Offer on the Transaction Date PDF Solutions, Inc. cancelled an option granted to the reporting person on May 30, 2007. In exchange for the option, the reporting person received 3,572 restricted stock rights.
- (13) The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on June 6, 2008 and 1/48th of the total shares vested on the 6th day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- (14) Pursuant to the Exchange Offer on the Transaction Date PDF Solutions, Inc. cancelled an option granted to the reporting person on June 6, 2007. In exchange for the option, the reporting person received 1,191 restricted stock rights.
- (15) The cancelled option provided for vesting as follows: 12/48ths of the total shares subject to the option vested on July 20, 2008 and 1/48th of the total shares vested on the 20th day of each month thereafter, subject to the reporting person's continued service with PDF Solutions, Inc., or an affiliate thereof, through each vesting date and subject to accelerated vesting in certain circumstances.
- (16) Pursuant to the Exchange Offer on the Transaction Date PDF Solutions, Inc. cancelled an option granted to the reporting person on July 20, 2007. In exchange for the option, the reporting person received 514 restricted stock rights.

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.