

HAWIT ANDRE
Form 4
January 03, 2007

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 *
HAWIT ANDRE

(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)
12/29/2006

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)
VP of Software Development

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/29/2006		S ⁽¹⁾		400	D	\$ 15.05
Common Stock	01/03/2007		S		100	D	\$ 14.41
Common Stock	01/03/2007		S		200	D	\$ 14.48
Common Stock	01/03/2007		S		100	D	\$ 14.49
Common Stock	01/03/2007		S		100	D	\$ 14.5

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Common Stock	01/03/2007	S	200	D	\$ 14.51	1,004,227	D
Common Stock	01/03/2007	S	100	D	\$ 14.58	1,004,127	D
Common Stock	01/03/2007	S	100	D	\$ 14.59	1,004,027	D
Common Stock	01/03/2007	S	100	D	\$ 14.6	1,003,927	D
Common Stock	01/03/2007	S	200	D	\$ 14.61	1,003,727	D
Common Stock	01/03/2007	S	300	D	\$ 14.64	1,003,427	D
Common Stock	01/03/2007	S	100	D	\$ 14.65	1,003,327	D
Common Stock	01/03/2007	S	100	D	\$ 14.66	1,003,227	D
Common Stock	01/03/2007	S	200	D	\$ 14.69	1,003,027	D
Common Stock	01/03/2007	S	100	D	\$ 14.73	1,002,927	D
Common Stock	01/03/2007	S	200	D	\$ 14.75	1,002,727	D
Common Stock	01/03/2007	S	100	D	\$ 14.76	1,002,627	D
Common Stock	01/03/2007	S	100	D	\$ 14.77	1,002,527	D
Common Stock	01/03/2007	S	198	D	\$ 14.78	1,002,329	D
Common Stock	01/03/2007	S	100	D	\$ 14.79	1,002,229	D
Common Stock	01/03/2007	S	2	D	\$ 14.81	1,002,227	D
Common Stock	01/03/2007	S	200	D	\$ 14.82	1,002,027	D
Common Stock	01/03/2007	S	100	D	\$ 14.84	1,001,927	D

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

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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWIT ANDRE 333 WEST SAN CARLOS STREET SUITE 700 SAN JOSE, CA 95110			VP of Software Development	

Signatures

/s/ P. Steven Melman, Attorney-in-Fact for Andre Hawit
 01/03/2007
 **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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan dated May 24, 2006 between the Reporting Person and his broker.

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. t .7pt 0pt 0pt; width:42.0%;">

By:

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Citigroup Private Equity LP, its general partner

By:

Citigroup Alternative Investments LLC, its general partner

By:

/s/ Millie Kim

Name:

Millie Kim

Explanation of Responses:

Title:

Assistant Secretary

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

**Cpe co-investment (laureate)
llc**

By: Citigroup Private Equity LP, its managing member
By: Citigroup Alternative Investments LLC,
its general partner

By: /s/ Millie Kim
Name: Millie Kim
Title: Assistant Secretary

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

CGI Private Equity LP, LLC

By:	/s/ Millie Kim
Name:	Millie Kim
Title:	Director

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

Citicorp Banking Corporation

By:	/s/ Michael Humes
Name:	Michael Humes
Title:	Vice President

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

Citigroup Capital Partners II Employee Master Fund, L.P.

By: Citigroup Private Equity LP, its general partner
By: Citigroup Alternative Investments LLC, its general partner

By: /s/ Millie Kim
Name: Millie Kim
Title: Assistant Secretary

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

Citigroup Capital Partners II Onshore, L.P.

By: Citigroup Private Equity LP, its general partner
By: Citigroup Alternative Investments LLC, its general partner
partner

By: /s/ Millie Kim
Name: Millie Kim
Title: Assistant Secretary

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

Citigroup Capital Partners II Cayman Holdings, L.P.

By: Citigroup Private Equity LP, its general partner
By: Citigroup Alternative Investments LLC, its general partner
partner

By: /s/ Millie Kim
Name: Millie Kim
Title: Assistant Secretary

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

Citigroup Private Equity LP

By: Citigroup Alternative Investments LLC, its general partner

By: /s/ Millie Kim
Name: Millie Kim
Title: Assistant Secretary

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

Citigroup Alternative Investments LLC

By:	/s/ Millie Kim
Name:	Millie Kim
Title:	Assistant Secretary

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

Citigroup Investments Inc.

By:	/s/ Millie Kim
Name:	Millie Kim
Title:	Assistant Secretary

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

Citigroup Inc.

By:	/s/ Riqueza V. Feaster
Name:	Riqueza V. Feaster
Title:	Assistant Secretary