FORMFACTOR INC

Form 4

November 03, 2004

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

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may continue. *See* Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MEYERHOFF JENS			2. Issuer Name and Ticker or Trading Symbol FORMFACTOR INC [FORM]	5. Relationship of Reporting Person(s) to ssuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(encen un appneuere)		
2140 RESEARCH DRIVE			(Month/Day/Year) 11/01/2004	Director 10% Owner _X Officer (give title Other (specify below) Chief Operating Officer & CFO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LIVERMORE,	CA 94550		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(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. Transactio Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/01/2004		M	2,664	A	\$ 6.5	4,492	D	
Common Stock (1)	11/01/2004		S	2,664	D	\$ 24	1,828	D	
Common Stock	11/01/2004		M	11,666	A	\$ 6.5	13,494	D	
Common Stock (1)	11/01/2004		S	11,666	D	\$ 24	1,828	D	
Common Stock	11/01/2004		M	6,670	A	\$9	8,498	D	

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Common Stock (1) S 6,670 D \$ 24 1,828 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)

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 or 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 Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 6.5	11/01/2004		M	2,664	10/30/2001(2)	10/30/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.5	11/01/2004		M	11,666	10/30/2001(3)	10/30/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9	11/01/2004		M	6,670	05/15/2003(4)	05/15/2013	Common Stock

Relationships

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other
MEYERHOFF JENS			Chief	
2140 RESEARCH DRIVE			Operating	
LIVERMORE, CA 94550			Officer & CFO	
Signatures				
By: Stuart L. Merkadeau, Attorne Meyerhoff	11/03/2004			
**Signature of Reporting	ng Person		Date	

Reporting Owners 2

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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) Pursuant to Rule 10b5-1 Plan.
- The option, which is immediately exercisable, vests with respect to 25% of the shares on August 7, 2002 and thereafter continues to vest over a three-year period in equal monthly installments.
- (3) The option, which is immediately exercisable, vests over a one-year period in equal monthly installments, starting August 7, 2004.
- (4) The option, which is immediately exercisable, vests with respect to 25% of the shares on May 15, 2004 and thereafter continues to vest over a three-year period in equal monthly installments.

Remarks:

THE CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXECUTE AND FI

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.