

FORMFACTOR INC
Form 4
January 05, 2006

FORM 4

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

OMB APPROVAL

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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 *
BRN SON JOSEPH R

(Last) (First) (Middle)

7005 SOUTHFRO NT ROAD

(Street)

LIVERMORE, CA 94551

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FORMFACTOR INC [FORM]

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2006

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)
President

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 ⁽¹⁾	01/03/2006		M	9,608 A \$ 0	46,661	D	
Common Stock	01/03/2006		F	3,435 ⁽²⁾ D \$ 24.76	43,226	D	
Common Stock					1,000	I	By Custodian Account ⁽³⁾
Common Stock					1,000	I	By JTWROS ⁽⁴⁾
					5,000	I	

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Common
Stock

By
revocable
trust

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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units ⁽⁵⁾	\$ 0	01/03/2006		M	9,608	<u>(6)</u> <u>(7)</u>	Common Stock	9,608

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRONSON JOSEPH R 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551	X		President	

Signatures

By: Stuart L. Merkadeau, Attorney-in-Fact For: Joseph R. Bronson

01/05/2006

**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) Represents vested shares of common stock issued pursuant to the first conversion of one-fourth of the restricted stock units granted on November 17, 2004.

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- (2) Represents vested shares of common stock withheld by Issuer to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units, which is consistent with Issuer's insider trading policy.
- (3) As custodian for minor child (UGMA).
- (4) As joint tenants with child.
- (5) Each restricted stock unit represents the right to receive one share of common stock.
- (6) The restricted stock units vest and are exercisable in four equal installments in each January 2006, 2007, 2008 and 2009.
- (7) Upon termination of employment before an applicable vesting date, all units that have not yet vested shall be forfeited, except as otherwise determined by the Compensation Committee of Issuer.

Remarks:

On July 29, 2005, Mr. Bronson acquired 1,053 shares from FormFactor through the 2002 Employee Stock Purchase Plan. The

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

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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