

FORMFACTOR INC
Form 4
October 21, 2010

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 *
ROGAS EDWARD JR

(Last) (First) (Middle)

C/O FORMFACTOR, INC., 7005
SOUTHRONT 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)
10/19/2010

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Price | | |

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 | 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 Security (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) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Num of Sha |
|-------------------------------------------|------------------------------|------------------|------------|---------------------------------------------------------|------|---|-----|-----|------------------|-----------------|--------------|------------------|
| Non-Qualified Stock Option (Right to Buy) | \$ 8.91 | 10/19/2010 | A | 6,000 | | | (1) | | 10/19/2017(2) | | Common Stock | 6, |
| Restricted Stock Units | \$ 0 | 10/19/2010 | A | 6,000 | | | (3) | | (4) | | Common Stock | 6, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROGAS EDWARD JR C/O FORMFACTOR, INC. 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551 | | X | | |

Signatures

/s/ Stuart L. Merkadeau, Attorney-in-Fact for Edward Rogas, Jr.

10/21/2010

**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) Except as provided in Section 9.5 of the Company's 2002 Equity Incentive Plan (the "Plan") and any other agreements regarding option vesting and exercisability between the reporting person and Issuer, which agreements or form agreements are filed with the SEC, the option will vest and become exercisable in 36 equal monthly installments with the vesting dates beginning on November 19, 2010 and ending on October 19, 2013.
- (2) If the reporting person ceases to provide services to the Issuer for any reason except death or disability, all options that have not yet vested shall be forfeited without consideration. If termination is due to death or disability, the option shall become vested and exercisable as to an additional number of shares equal to the number of shares that would have vested and become exercisable during the twelve months following the date of termination.
- (3) Restricted Stock Units vest in 36 equal monthly installments with the vesting dates beginning on November 19, 2010 and ending on October 19, 2013. Settlement of vested Units into common stock will occur on the earlier of October 19, 2013 and the date the reporting person ceases to provide services to the Issuer, or thereafter, on the first market trading day in an open trading window under Issuer's insider trading policy if the applicable date is not a market trading day in an open trading window.
- (4) If the reporting person ceases to provide services to the Issuer for any reason, all Restricted Stock Units that have not yet vested shall be forfeited without consideration, except as provided in Section 9.5 of the Plan and any other agreements regarding award vesting and exercisability between the reporting person and Issuer, which agreements or form agreements are filed with the SEC.

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.

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