

FORMFACTOR INC
Form 4
October 26, 2004

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 *
LUDWIG MICHAEL M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

2140 RESEARCH DRIVE

10/22/2004

VP of Finance

(Street)

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

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

LIVERMORE, CA 94550

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	10/22/2004		M	10,000 A \$ 6	14,071	D	
Common Stock	10/22/2004		S	10,000 D \$ 21.85	4,071	D	
Common Stock	10/22/2004		M	1,833 A \$ 6.5	5,904	D	
Common Stock	10/22/2004		S	1,833 D \$ 21.9	4,071	D	
Common Stock	10/22/2004		M	5,000 A \$ 6	9,071	D	

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Common Stock	10/22/2004	S	5,000	D	\$ 21.8	4,071	D
Common Stock	10/22/2004	M	8,167	A	\$ 6	12,238	D
Common Stock	10/22/2004	S	8,167	D	\$ 21.9	4,071	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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 6	10/22/2004		M	10,000	04/19/2001 ⁽²⁾ 04/19/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6	10/22/2004		M	5,000	04/19/2001 ⁽²⁾ 04/19/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6	10/22/2004		M	8,167	04/19/2001 ⁽²⁾ 04/19/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.5	10/22/2004		M	1,833	01/17/2002 ⁽³⁾ 01/17/2012	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUDWIG MICHAEL M 2140 RESEARCH DRIVE			VP of Finance	

LIVERMORE, CA 94550

Signatures

By: Gail Chin, Attorney-in-Fact For: Michael M.
Ludwig

10/26/2004

__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).

On January 30, 2004 and on July 30, 2004, Mr. Ludwig acquired 1,382 and 2,189 shares from FormFactor, respectively, through the 2002

(1) Employee Stock Purchase Plan. The amount of shares beneficially owned by Mr. Ludwig in Column 5 includes the acquisition of such shares.

(2) The option, which is immediately exercisable, vests with respect to 25% of the shares on April 2, 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 three-year period in equal monthly installments, starting February 1, 2002.

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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