

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 JT WROS ⁽⁴⁾
					5,000	I	

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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.

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.