

Mittermaier Richard
 Form 4
 February 28, 2005

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 *
 Mittermaier Richard

(Last) (First) (Middle)
 7005 SOUTHFRONT 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)
 02/28/2005

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)
 Director of Accounting

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/25/2005 | | M | 3,570 | A \$ 6 | 4,569 | D |
| Common Stock | 02/25/2005 | | S | 3,570 | D \$ 23.45 | 999 | D |
| Common Stock | 02/25/2005 | | M | 784 | A \$ 6 | 1,783 | D |
| Common Stock | 02/25/2005 | | S | 784 | D \$ 23.46 | 999 | D |
| Common Stock | 02/25/2005 | | M | 100 | A \$ 6 | 1,099 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|-------|---|
| Common Stock | 02/25/2005 | S | 100 | D | \$ 23.5 | 999 | D |
| Common Stock | 02/25/2005 | M | 810 | A | \$ 6.5 | 1,809 | D |
| Common Stock | 02/25/2005 | S | 810 | D | \$ 23.45 | 999 | D |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 6 | 02/25/2005 | | M | 3,570 | 11/16/2000 ⁽¹⁾ 11/16/2010 | Common Stock | 3,570 |
| Incentive Stock Option (right to buy) | \$ 6 | 02/25/2005 | | M | 784 | 11/16/2000 ⁽¹⁾ 11/16/2010 | Common Stock | 784 |
| Incentive Stock Option (right to buy) | \$ 6 | 02/25/2005 | | M | 100 | 11/16/2000 ⁽¹⁾ 11/16/2010 | Common Stock | 100 |
| Incentive Stock Option (right to buy) | \$ 6.5 | 02/25/2005 | | M | 810 | 10/30/2001 ⁽²⁾ 10/30/2011 | Common Stock | 810 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mittermaier Richard 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551 | | | Director of Accounting | |

Signatures

By: Stuart L. Merkadeau, Attorney-in-Fact For: Richard Mittermaier 02/28/2005

__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) The option, which is immediately exercisable, vests with respect to 25% of the shares on November 13, 2001 and thereafter continues to vest over a three-year period in equal monthly installments.
- (2) The option, which is immediately exercisable, vests over a one-year period in equal monthly installments, starting November 13, 2004.

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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