

FORMFACTOR INC  
Form 4  
July 19, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
**MEYERHOFF JENS**

(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)  
**07/15/2005**

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)

Chief Operating Officer

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/15/2005		M		181 A \$ 5.5	5,516	D
Common Stock <sup>(1)</sup>	07/15/2005		S		181 D \$ 27.88	5,335	D
Common Stock	07/15/2005		M		2,485 A \$ 6.5	7,820	D
Common Stock <sup>(1)</sup>	07/15/2005		S		2,485 D \$ 27.88	5,335	D
Common Stock	07/15/2005		M		3,334 A \$ 6.5	8,669	D

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Common Stock <sup>(1)</sup> 07/15/2005 S 3,334 D \$ 27.88 5,335 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	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Incentive Stock Option (right to buy)	\$ 5.5	07/15/2005		M	181	08/17/2000 <sup>(2)</sup> 08/17/2010	Common Stock	181	
Incentive Stock Option (right to buy)	\$ 6.5	07/15/2005		M	2,485	09/06/2001 <sup>(3)</sup> 09/06/2011	Common Stock	2,485	
Incentive Stock Option (right to buy)	\$ 6.5	07/15/2005		M	3,334	10/30/2001 <sup>(4)</sup> 10/30/2011	Common Stock	3,334	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEYERHOFF JENS 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551			Chief Operating Officer	

## Signatures

By: Stuart L. Merkadeau, Attorney-in-Fact For: Jens  
Meyerhoff

07/19/2005

\_\_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) Pursuant to Rule 10b5-1 Plan.
- (2) The option, which is immediately exercisable, was fully vested on August 7, 2004.
- (3) The option, which is immediately exercisable, was fully vested on September 6, 2001.
- (4) The option, which is immediately exercisable, vests with respect to 25% of the shares on August 7, 2002 and thereafter continues to vest over a three-year period in equal monthly installments.

### 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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