

EVERETT G CARL JR
Form 4
May 23, 2011

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 *
EVERETT G CARL JR

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)
7005 SOUTHFRONT ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2011

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

LIVERMORE, CA 94551

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

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------------|
| | | | Code | V | Amount or (D) Price | | | |
| Common Stock | 05/19/2011 | | M | | 10,000 (1) | A | \$ 0 10,000 | D |
| Common Stock | 05/20/2011 | | S | | 4,141 (2) | D | \$ 9.48 5,859 | D |
| Common Stock | 05/20/2011 | | J | | 5,859 (3) | D | \$ 0 0 | D |
| Common Stock | 05/20/2011 | | J | | 5,859 | A | \$ 0 31,661 | I |
| | | | | | | | | Everett Family Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|------------------|---|-----------------|
| | | | | | Code | V | (A) | (D) | Date Exercisable | | Expiration Date |
| Restricted Stock Units | \$ 0 | 05/19/2011 | | A | | 6,000 | | (4) | (5) | Common Stock | 6,000 |
| Restricted Stock Units | \$ 0 | 05/19/2011 | | M | | 10,000 | | (6) | (7) | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EVERETT G CARL JR 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551 | | X | | |

Signatures

By: /s/ Stuart L Merkadeau, Attorney-in-Fact For: G. Carl Everett, Jr.

05/23/2011

__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) Represents vested shares of common stock issued pursuant to the first conversion of one-half of the restricted stock units granted on May 19, 2010.
- (2) Represents vested shares of common stock sold to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.
- (3) The securities acquired in conjunction with the May 19, 2011 RSU release were transferred on May 20, 2011 from direct ownership to the Everett Family Revocable Trust.
- (4)

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Restricted Stock Units vest and become exercisable in 12 equal monthly installments with the vesting dates beginning on June 19, 2011 and ending on May 19, 2012. Settlement of vested Units into common stock will occur on the earlier of May 19, 2012 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.

- (5) 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 agreement or form agreements are filed with the SEC.
- (6) The Restricted Stock Units vest in two equal annual installments on each May 19 of 2011 and 2012, subject to continued service.
- (7) The restricted stock units released on May 19, 2011, were settled in shares of common stock, and were immediately cancelled upon settlement.

Remarks:

The amount of securities shown in Table I, Column 5, as being indirectly beneficially owned includes the transfer of 3,684 sha

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.

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.