

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>KHANDROS IGOR Y</u> (Last) (First) (Middle) 2140 RESEARCH DRIVE (Street) LIVERMORE CA 94550 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>FORMFACTOR INC [FORM]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/21/2004 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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⁾ | 10/21/2004 | | S | | 2,500 | D | \$22.05 | 1,567,500 | I | by Spouse |
| Common Stock ⁽¹⁾ | 10/21/2004 | | S | | 12,500 | D | \$21.6 | 1,555,000 | I | by Spouse |
| Common Stock ⁽¹⁾ | 10/21/2004 | | S | | 10,000 | D | \$21.58 | 1,545,000 | I | by Spouse |
| Common Stock ⁽¹⁾ | 10/21/2004 | | S | | 10,000 | D | \$21.56 | 1,535,000 | I | by Spouse |
| Common Stock ⁽¹⁾ | 10/21/2004 | | S | | 10,000 | D | \$21.55 | 1,525,000 | I | by Spouse |
| Common Stock ⁽¹⁾ | 10/21/2004 | | S | | 10,000 | D | \$21.5 | 1,515,000 | I | by Spouse |
| Common Stock ⁽²⁾ | | | | | | | | 2,121,430 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

1. Pursuant to Rule 10b5-1 Plan.

2. Includes shares that are subject to a lapsing right of repurchase at the initial purchase price of such shares in favor of the Issuer. These repurchase rights terminate according to a vesting schedule over a period of 4 years, which ends on July 5, 2004.

Remarks:

THE CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXECUTE AND FILE THIS FORM 4 HAS BEEN PREVIOUSLY FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION.

By: Gail Chin, Attorney-in-Fact For: Igor Y. Khandros

10/22/2004

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.