# SEC Form 4

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 OMB Number: 3235-0287 Estimated average burden

Estimated average burd	len
hours per response:	0.5

1. Name and Address of Reporting Person* MERKADEAU STUART L	k	2. Issuer Name and Ticker or Trading Symbol <u>FORMFACTOR INC</u> [ FORM ]		tionship of Reporting Per all applicable) Director	son(s) to Issuer 10% Owner
(Last) (First) 7005 SOUTHFRONT ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2007	X	Officer (give title below) Sr. VP, General	Other (specify below) Counsel
(Street) LIVERMORE CA	94551	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Rep Form filed by More that Person	orting 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)	ate, Transaction Code (Instr.		4. Securities / Disposed Of ( 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	02/01/2007		М		5,000	A	\$ <mark>6.5</mark>	14,196	D	
Common Stock <sup>(1)</sup>	02/01/2007		S		5,000	D	\$44	9,196	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. Transa Code ( 8)		of		6. Date Exerci Expiration Dat (Month/Day/Ye	e	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	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	<b>\$</b> 6.5	02/01/2007		М			5,000	04/17/2002 <sup>(2)</sup>	04/17/2012	Common Stock	5,000	\$0	54,616	D	

Explanation of Responses:

1. Pursuant to Rule 10b5-1 Plan.

2. The option, which is immediately exercisable, vests over a one-year period in equal monthly installments, starting July 5, 2005.

#### **Remarks:**

On January 31, 2007, Mr. Merkadeau acquired 592 shares from FormFactor through the 2002 Employee Stock Purchase Plan. The amount of shares beneficially owned by Mr. Merkadeau in Table I, Column 5 includes the acquisition of such shares. 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.

## <u>By: Michael L. Ludwig,</u>

Attorney-in-Fact For: Stuart L. 02/05/2007 Merkadeau

\*\* 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.