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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

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SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO

RULES 130-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
FormFactor, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
346375108
(CUSIP Number)
December 31, 2003
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
_  Rule 13d-1(b)
_  Rule 13d-1(c)
X  Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
(Continued on following pages)
Page 1 of 14 Pages
Exhibit Index on Page 13
CUSIP No. 346375108 Page 2 of 14 Pages
1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Mohr, Davidow Ventures IV, L.P. ("MDV IV")
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2 CEC LICE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION			
Delaware				
	5		SOLE VOTING POWER	
			3,433,557 shares, except that Fourth MDV Partners, L.L.C. ("Fourth MDV Partners"), the general partner of MDV IV, may be deemed to have sole voting power, and Lawrence G. Mohr ("Mohr"), William H. Davidow ("Davidow"), Jonathan D. Feiber ("Feiber"), and Nancy Schoendorf ("Schoendorf"), the members of Fourth MDV Partners, may be deemed to have shared power to vote these shares.	
	MBER OF HARES	6	SHARED VOTING POWER	
BENE	FICIALLY		See response to row 5.	
	NED BY EACH	7	SOLE DISPOSITIVE POWER	
PI	REPORTING PERSON WITH		3,433,557 shares, except that Fourth MDV Partners, the general partner of MDV IV, may be deemed to have sole dispositive power, and Mohr, Davidow, Feiber, and Schoendorf, the members of Fourth MDV Partners, may be deemed to have shared power to dispose of these shares.	
			SHARED DISPOSITIVE POWER	
			See response to row 7.	
9	AGGREGATE	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,433,557	shares		
10	CHECK BOX	( IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
I_I				
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			REPRESENTED BY AMOUNT IN ROW (9)	
	9.59%			
12	TYPE OF F	REPORTIN	G PERSON*	
	PN			
			*SEE INSTRUCTION BEFORE FILLING OUT!	

	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
MDV IV En	MDV IV Entrepreneurs' Network Fund, L.P. ("MDV IV Entrepreneurs' Network Fund")					
2 CHECK THE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
			(b)  X			
3 SEC USE OF						
4 CITIZENSH	IP OR P	PLACE OF ORGANIZATION				
Delaware						
	5	SOLE VOTING POWER				
		131,487 shares, except that Fourth MDV Partners ("Fourth MDV Partners"), the general partner of Entrepreneurs' Network Fund, may be deemed to hoting power, and Lawrence G. Mohr ("Mohr"), Widdow ("Davidow"), Jonathan D. Feiber ("Feiber Nancy Schoendorf ("Schoendorf"), the members of MDV Partners, may be deemed to have shared power these shares.	f MDV IV nave sole illiam H. er"), and f Fourth			
NUMBER OF	6	SHARED VOTING POWER				
SHARES BENEFICIALLY		See response to row 5.				
OWNED BY EACH REPORTING	7	SOLE DISPOSITIVE POWER				
PERSON WITH		131,487 shares, except that Fourth MDV Partners general partner of MDV IV Entrepreneurs' Networmay be deemed to have sole dispositive power, a Davidow, Feiber, and Schoendorf, the members of MDV Partners, may be deemed to have shared powed dispose of these shares.	rk Fund, and Mohr, f Fourth			
	8	SHARED DISPOSITIVE POWER				
		See response to row 7.				
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
131,487 shares.						
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*						
I_I						
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
0.37%						
12 TYPE OF RI	EPORTIN	IG PERSON*				
PN						
		*SEE INSTRUCTION BEFORE FILLING OUT!				

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CUSIP No. 346375108

CUSIP No. 346375108 Page 4 of 14 Page					
NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
Fourth MDV Partners, L.L.C. ("Fourth MDV Partners")					
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)  _  (b)  X					
3 SEC USE ONLY					
4 CITIZENSHIP OR PLACE OF ORGANIZATION					
Delaware					
5 SOLE VOTING POWER					
3,565,044 shares, 3,433,557 of which are directly oby MDV IV and 131,487 of which are directly owned by MDV IV and 131,487 of which are directly owned by IV Entrepreneurs' Network Fund. Fourth MDV Partners general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, may be deemed to have sole voting power to vote these shares.	oy MDV s, the wer, pers				
NUMBER OF 6 SHARED VOTING POWER					
SHARES BENEFICIALLY See response to row 5.					
OWNED BY EACH 7 SOLE DISPOSITIVE POWER					
REPORTING PERSON 3,565,044 shares, 3,433,557 of which are directly of WITH by MDV IV and 131,487 of which are directly owned by IV Entrepreneurs' Network Fund. Fourth MDV Partners general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, may be deemed to have sole dispositive power, and Mohr, Davidow, Feiber, and Schoendorf, the members of Fourth MDV Partners, may be deemed to have shared power to dispose of these shares.	y MDV s, the ve the ave				
8 SHARED DISPOSITIVE POWER					
See response to row 7.					
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
3,565,044 shares.					
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
I_I					
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
9.96%					
TYPE OF REPORTING PERSON*					
00					

CUSIP	No. 3463751	.08		Page 5 of 14 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Lawrence G. Mohr, Jr. ("Mohr")				
2					
3	SEC USE ONLY				
 4			ACE OF ORGANIZATION		
	U.S. Citize	en			
		5	SOLE VOTING POWER		
			0 shares.		
_	BER OF	6	SHARED VOTING POWER		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		ALLY 3,565,044 shares, of which 3,433,557 a BY by MDV IV and 131,487 are directly own Entrepreneurs' Network Fund. Mohr is a CNG of Fourth MDV Partners, the general pa		wned by MDV IV a general partner partner of MDV IV nd, and may be these shares.	
		7	SOLE DISPOSITIVE POWER		
			0 shares.		
		8	SHARED DISPOSITIVE POWER		
			3,565,044 shares, of which 3,433,557 by MDV IV and 131,487 are directly overtrepreneurs' Network Fund. Mohr is of Fourth MDV Partners, the general pand MDV IV Entrepreneurs' Network Fundeemed to have shared power to dispose	wned by MDV IV a general partner partner of MDV IV nd, and may be	
9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING F	PERSON	
	3,565,044 shares.				
10	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES (		
	1_1				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	9.96%				
12	TYPE OF REPORTING PERSON*				
	IN				

CUSIP	IP No. 346375108 Page 6 of 14 Pa					
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
			w ("Davidow")			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)  _  (b)  X					
3						
4			ACE OF ORGANIZATION			
	U.S. Citize	n				
		5	SOLE VOTING POWER			
			160,361 shares.			
NUME	BER OF	6	SHARED VOTING POWER			
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			3,640,044 shares, of which 3,433,557 by MDV IV, 131,487 are directly owner Entrepreneurs' Network Fund and 75,00 owned by Chachagua Partnership ("Chaca general partner of Fourth MDV Partnership artner of MDV IV and MDV IV Entreprefund, and a general partner of Chachadeemed to have shared power to vote Davidow disclaims beneficial ownershipled by Chachagua except to the extended to the extended to the state of the extended to the state of the state of the extended to the ext	d by MDV IV 00 are directly chagua"). Davidow is ners, the general eneurs' Network agua, and may be these shares. ip of the securities nt of his indirect		
		7	SOLE DISPOSITIVE POWER			
			160,361 shares.			
		8	SHARED DISPOSITIVE POWER			
			3,640,044 shares, of which 3,433,557 by MDV IV, 131,487 are directly owner Entrepreneurs' Network Fund and 75,00 owned by Chachagua. Davidow is a generourth MDV Partners, the general part IV Entrepreneurs' Network Fund, and Chachagua, and may be deemed to have dispose of these shares. Davidow discownership of the securities held by the extent of his indirect pecuniary	d by MDV IV 00 are directly eral partner of tner of MDV and MDV a general partner of shared power to claims beneficial Chachagua except to		
9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING I	PERSON		
	3,800,405 s					
10	CHECK BOX I		AGGREGATE AMOUNT IN ROW (9) EXCLUDES (			
	1_1					
11	PERCENT OF		REPRESENTED BY AMOUNT IN ROW (9)			
	10.62%					
12	TYPE OF REPORTING PERSON*					
	IN					

CUSIP	No. 3463751	.08		Page 7 of 14 Pages	
1					
	Jonathan D. Feiber ("Feiber")				
2					
3	SEC USE ONLY				
 4			ACE OF ORGANIZATION		
	U.S. Citize	en			
		5	SOLE VOTING POWER		
			0 shares.		
	BER OF	6	SHARED VOTING POWER		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			3,565,044 shares, of which 3,433,557 by MDV IV and 131,487 are directly of Entrepreneurs' Network Fund. Feiber of Fourth MDV Partners, the general and MDV IV Entrepreneurs' Network Fudeemed to have shared power to vote	is a general partner partner of MDV IV ind, and may be these shares.	
		7	SOLE DISPOSITIVE POWER		
			0 shares.		
		8	SHARED DISPOSITIVE POWER		
			3,565,044 shares, of which 3,433,557 by MDV IV and 131,487 are directly of Entrepreneurs' Network Fund. Feiber of Fourth MDV Partners, the general and MDV IV Entrepreneurs' Network Fundeemed to have shared power to dispo	owned by MDV IV is a general partner partner of MDV IV und, and may be	
9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	
	3,565,044 shares.				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
	1_1				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	9.96%				
12	TYPE OF REPORTING PERSON*				
	IN				

CUSIP	No. 3463751	108		Page 8 of 14 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Nancy J. Schoendorf ("Schoendorf")				
2	CHECK THE A		RIATE BOX IF A MEMBER OF A GROUP*	(a)  _  (b)  X	
3	SEC USE ONL	_Y			
4			ACE OF ORGANIZATION		
	U.S. Citize	en			
		5			
			0 shares.		
NUM	BER OF	6	SHARED VOTING POWER		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			3,565,044 shares, of which 3,433,5 by MDV IV and 131,487 are directly Entrepreneurs' Network Fund. Schoe partner of Fourth MDV Partners, th MDV IV and MDV IV Entrepreneurs' N be deemed to have shared power to	owned by MDV IV endorf is a general ne general partner of letwork Fund, and may vote these shares.	
		7	SOLE DISPOSITIVE POWER		
			0 shares.		
		8	SHARED DISPOSITIVE POWER		
			3,565,044 shares, of which 3,433,5 by MDV IV and 131,487 are directly Entrepreneurs' Network Fund. Schoe partner of Fourth MDV Partners, th MDV IV and MDV IV Entrepreneurs' N be deemed to have shared power to shares.	owned by MDV IV endorf is a general ne general partner of Hetwork Fund, and may	
9	AGGREGATE A	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTIN	IG PERSON	
	3,565,044	shares.			
10	CHECK BOX 1	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDE		
	1_1				
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	9.96%				
12	TYPE OF REF	PORTING	PERSON*		
	IN				

ITEM 1(a). NAME OF ISSUER:

FormFactor, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2140 Research Drive

Livermore, California 94550

ITEM 2(a). NAME OF PERSON FILING:

This statement is filed by Mohr, Davidow Ventures IV, L.P., a Delaware limited partnership ("MDV IV"), MDV IV Entrepreneurs' Network Fund, L.P., a Delaware limited partnership ("MDV IV Entrepreneurs' Network Fund"), Fourth MDV Partners, L.L.C., a Delaware limited liability company ("Fourth MDV Partners"), Lawrence G. Mohr ("Mohr"), William H. Davidow ("Davidow"), Jonathan D. Feiber ("Feiber"), and Nancy Schoendorf ("Schoendorf"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons".

Fourth MDV Partners is the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by MDV IV and MDV IV Entrepreneurs' Network Fund. Mohr, Davidow, Feiber, and Schoendorf are the general partners/managing members of Fourth MDV Partners, and may be deemed to have shared power to vote and shared power to dispose of the shares of issuer directly owned by MDV IV and MDV IV Entrepreneurs' Network Fund.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

Mohr, Davidow Ventures 2775 Sand Hill Road, Suite 240 Menlo Park, California 94025

ITEM 2(c) CITIZENSHIP:

MDV IV and MDV IV Entrepreneurs' Network Fund, are Delaware limited partnerships. Fourth MDV Partners is a Delaware limited liability company. Mohr, Davidow, Feiber, and Schoendorf are United States citizens.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

346375108

ITEM 3. Not Applicable

### ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2003:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the
 disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER

PERSON:

Under certain circumstances set forth in the limited partnership agreements of MDV IV and MDV IV Entrepreneurs' Network Fund and the limited liability company agreement of Fourth MDV, the general and limited partners of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH

ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING

COMPANY:

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

Not applicable.

#### **SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2004

By: /s/ Nancy J. Schoendorf

Nancy J. Schoendorf, individually, and on behalf of MDV IV, in her capacity as a managing member of Fourth MDV Partners, the general partner of MDV IV, on behalf of MDV IV Entrepreneurs' Network Fund, in her capacity as a managing member of Fourth MDV, the general partner of MDV IV Entrepreneurs' Network Fund, and on behalf of Fourth MDV Partners in her capacity as a managing member thereof.

By: /s/ Jonathan D. Feiber

Jonathan D. Feiber

By: /s/ Lawrence G. Mohr, Jr.

Lawrence G. Mohr, Jr.

## EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing

Found on Sequentially Numbered Page

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#### EXHIBIT A

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of FormFactor, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

February 13, 2004

By: /s/ Nancy J. Schoendorf

Nancy J. Schoendorf, individually, and on behalf of MDV IV, in her capacity as a managing member of Fourth MDV Partners, the general partner of MDV IV, on behalf of MDV IV Entrepreneurs' Network Fund, in her capacity as a managing member of Fourth MDV, the general partner of MDV IV Entrepreneurs' Network Fund, and on behalf of Fourth MDV Partners in her capacity as a managing member thereof.

By: /s/ Jonathan D. Feiber

Jonathan D. Feiber

By: /s/ Lawrence G. Mohr, Jr.

Lawrence G. Mohr, Jr.