

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>LUDWIG MICHAEL M</u>  (Last) (First) (Middle) 7005 SOUTHFRONT ROAD  (Street) LIVERMORE CA 94551  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SR VP, CFO
	3. Date of Earliest Transaction (Month/Day/Year) 08/19/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/19/2017		M		9,333	A	\$0	262,847	D	
Common Stock	08/19/2017		F		4,870	D	\$14.05	257,977	D	
Common Stock	08/21/2017		M		10,000	A	\$10.3	267,977	D	
Common Stock	08/21/2017		S		10,000	D	\$13.961 <sup>(1)</sup>	257,977	D	
Common Stock	08/22/2017		M		20,000	A	\$10.3	277,977	D	
Common Stock	08/22/2017		S		20,000	D	\$14.335 <sup>(2)</sup>	257,977	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						Title
Restricted Stock Units	\$0.0	08/19/2017		M			9,333	(3)	(4)	Common Stock	9,333	\$0	18,667	D	
Non-Qualified Stock Option (right to buy)	\$10.3	08/21/2017		M			10,000	(5)	11/10/2017	Common Stock	10,000	\$10.3	30,000	D	
Non-Qualified Stock Option (right to buy)	\$10.3	08/22/2017		M			20,000	(5)	11/10/2017	Common Stock	20,000	\$10.3	10,000	D	

**Explanation of Responses:**

- Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$13.955 through \$14.00. Reporting person undertakes to provide upon request by the SEC staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$14.31 through \$14.355. Reporting person undertakes to provide upon request by the SEC staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- The Restricted Stock Units vest in three annual installments on each August 19 of 2017, 2018, and 2019 and will be settled into shares of common stocks on or following the vesting dates.
- The restricted stock units released were settled in shares of common stock and were immediately cancelled upon settlement.
- The Stock Option was granted pursuant to the Issuer's 2002 Equity Incentive Plan and vest over 3 years, with 33.33% vesting on Nov 10, 2011 and the remainder vesting in equal monthly installments over the following two years.

**Remarks:**

By: Jason Cohen For: Michael M Ludwig 08/22/2017

\*\* 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.**