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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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| | Estimated average burd | en |
| | hours per response: | 0.5 |
| | | |

| 1. Name and Address of Reporting Person [*] MERKADEAU STUART L | | | 2. Issuer Name and Ticker or Trading Symbol <u>FORMFACTOR INC</u> [FORM] | (Check | tionship of Reporting Pers all applicable) Director Officer (give title | 10% Owner | |
|--|---------------------------------|--|--|---|--|-------------------------------------|--|
| (Last) 2140 RESEARC | (First) (Middle) RESEARCH DRIVE | | 3. Date of Earliest Transaction (Month/Day/Year) 11/01/2004 | | below) Sr. VP, General (| Other (specify below) Counsel | |
| (Street) LIVERMORE CA 94550 (City) (State) (Zip) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X 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) | Transaction Dis Code (Instr. 5) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|------------------------------------|---|--------|---------------|---------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 11/01/2004 | | М | | 5,000 | A | \$ <mark>5.5</mark> | 12,382 | D | |
| Common Stock ⁽¹⁾ | 11/01/2004 | | S | | 5,000 | D | \$25 | 7,382 | D | |
| Common Stock | 11/01/2004 | | М | | 2,000 | A | \$ <mark>5.5</mark> | 9,382 | D | |
| Common Stock ⁽¹⁾ | 11/01/2004 | | S | | 2,000 | D | \$23.2 | 7,382 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction 5. Number 6. Date Exercisable and 7. Title and 9. Number of 11. Nature 3A. Deemed 8. Price of 10. Execution Date, Derivative Conversion Transaction Expiration Date (Month/Day/Year) Amount of Derivative Ownership of Indirect derivative (Month/Day/Year) Derivative Security or Exercise if any Code (Instr. Securities Security Securities Form: Beneficial Beneficially Owned Following Price of Derivative Underlying Derivative Security Direct (D) or Indirect Ownership (Instr. 4) (Instr. 3) (Month/Day/Year) 8) Securities (Instr. 5) Acquired (A) or Disposed of (D) Security (Instr. 3 and 4) (I) (Instr. 4) Reported Transaction(s) (Instr. 3, 4 and 5) (Instr. 4) Amount or Number Expiration Date of ν (A) (D) Title Shares Code Exercisable Date Non Qualified Stock Option Common \$5.5 11/01/2004 5,000 08/17/2000⁽²⁾ 08/17/2010 5,000 \$<mark>0</mark> 18,369 D Μ Stock (right to buy) Non-Qualified Stock Commor 11/01/2004 08/17/2000⁽²⁾ 16,369 \$5.5 Μ 2.000 08/17/2010 2,000 \$<mark>0</mark> D Option Stock (right to buy)

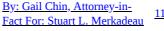
Explanation of Responses:

1. Pursuant to Rule 10b5-1 Plan.

2. The option, which is immediately exercisable, vests with respect to 25% of the shares on July 5, 2001 and thereafter continues to vest over a three-year period in equal monthly installments.

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.



11/03/2004

** 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.