

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>MERKADEAU STUART L</u> (Last) (First) (Middle) <u>7005 SOUTHFRONT ROAD</u> (Street) <u>LIVERMORE CA 94551</u> (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) <u>SR VP GENERAL COUNSEL</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2009</u>	
	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	02/20/2009		M		2,500 ⁽¹⁾	A	\$0	13,684	D	
Common Stock	02/20/2009		F		1,077 ⁽²⁾	D	\$14.44	12,607	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	02/20/2009		M			2,500	(3)	(4)	Common Stock	2,500	\$0	7,500	D	

Explanation of Responses:

- Represents vested shares of common stock issued pursuant to the first conversion of one-fourth of the restricted stock units granted on February 20, 2008.
- Represents vested shares of common stock withheld by Issuer to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.
- The Restricted Stock Units vest and are exercisable in four equal annual installments on each February 20 of 2009, 2010, 2011 and 2012.
- If the reporting person's employment is terminated for any reason before an applicable Vesting Date, all of the Restricted Stock Units which have not yet vested shall be forfeited without consideration.

Remarks:

On January 31, 2008, Mr. Merkadeau acquired 655 shares from FormFactor through the 2002 Employee Stock Purchase Plan. On January 30, 2009, he acquired 963 shares from FormFactor also 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 IS ATTACHED.

By: \s\ Henry I. Feir, Attorney-in-Fact For: Stuart L. Merkadeau 02/23/2009

** 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.

CONFIRMING STATEMENT

I confirm that I have authorized and designated Henry I. Feir and Jean B. Vernet to execute and file on my behalf all Forms 3, 4 and 5 (including any amendments thereto) that I may be required to file with the U.S. Securities and Exchange Commission as a result of my ownership of or transactions in securities of the Company. The authority of the above-designated individuals shall continue until I am no longer required to file Forms 3, 4 and 5 with regard to my ownership of or transactions in securities of the Company, unless earlier revoked in writing. I acknowledge that the Company and the above-designated individuals, and each of them, are not assuming any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

/s/Stuart L. Merkadeau

Dated: February 17, 2009