SEC Form 4

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FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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1. Name and Address of Reporting Person [*] ZELLNER MICHAEL W			2. Issuer Name and Ticker or Trading Symbol <u>FORMFACTOR INC</u> [FORM]		ationship of Reporting Person(s) to Issuer < all applicable) Director 10% Owner			
(Last) (First) (Middle) 7005 SOUTHFRONT ROAD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2019		Officer (give title below)	Other (specify below)		
(Street) LIVERMORE (City)	reet) VERMORE CA 94551		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				
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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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	Form: Direct	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	05/18/2019		М		9,000	Α	\$ <mark>0</mark>	50,875	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)		5. Num Deriva Securi Acquir or Disp of (D) (3, 4 an	tive ties red (A) cosed Instr.	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	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		Transaction(s) (Instr. 4)		
Restricted Stock Units	\$0.0	05/17/2019		Α		9,000		(1)	(2)	Common Stock	9,000	\$ <mark>0</mark>	9,000	D	
Restricted Stock Units	\$0.0	05/18/2019		М			9,000	(3)	(2)	Common Stock	9,000	\$ <u>0</u>	0	D	

Explanation of Responses:

1. Restricted Stock Units Vest and become exercisable in 12 equal monthly installments with the vesting dates beginning on June 17, 2019 and ending on May 17, 2020. Settlements of vested units into common stock will occur on the earlier of May 17, 2020 or the date the reporting person ceases to provide service to the Issuer, and thereafter on the first market trading day if the applicable date is not a market trading day.

2. If the reporting person ceases to provide services to the Issuer for any reason, all Restricted Stock Units that have not yet vested shall be forfeited without consideration except as provided in our Equity Grant Policy for Outside Directors and any other agreements between the reporting person and Issuer, regarding award vesting and exercisability.

3. Restricted Stock Units Vest and become exercisable in 12 equal monthly installments with the vesting dates beginning on June 18, 2018 and ending on May 18, 2019. Settlements of vested units into common stock will occur on the earlier of May 18, 2019 or the date the reporting person ceases to provide service to the Issuer, and thereafter on the first market trading day if the applicable date is not a market trading day.

Remarks:

By: /s/ Jason Cohen, Attorneyin-Fact For: Michael W Zellner 05/20/2019

** 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.