

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>St Dennis Thomas</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2015</u>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2015		M		35,494 <sup>(1)</sup>	A	\$0	155,663	D	
Common Stock	03/02/2015		S		13,548 <sup>(2)</sup>	D	\$10.146	142,115	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
Performance Shares	\$0	02/27/2015		M			35,494	(3)	(4)	Common Stock	35,494	\$0	0	D	

**Explanation of Responses:**

- Represents vested shares of common stock issued pursuant to the second conversion of one-half of the total units certified and earned January 28, 2014 and February 27, 2014 in connection with a May 4, 2012 performance-based restricted stock unit award.
- Represents vested shares of common stock sold to satisfy certain tax obligations associated with the settlement of the restricted stock units.
- Represents the second and final vesting of 50% of the performance-based restricted stock units certified and earned January 28, 2014 and February 27, 2014 in connection with a May 4, 2012 performance-based RSU award. All stock will be released to the reporting person on the vesting date or the first market trading day after the vesting date, during an open trading window under the Issuer's Insider Trading Policy thereafter, if the applicable vesting date is not on a market trading day during an open trading window.
- The restricted stock units released were settled in shares of common stock and were immediately cancelled upon settlement.

**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.

By: /s/ Stuart L Merkadeau,  
Attorney-in-Fact For: Thomas 03/03/2015  
St. Dennis

\*\* 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.

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