

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>MERKADEAU STUART L</u>			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 X Officer (give title below) Other (specify below) <u>SR VP GENERAL COUNSEL</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>7005 SOUTHFRONT ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>LIVERMORE CA</u>	<u>94551</u>						
(City)	(State)	(Zip)						

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	05/05/2014		M		3,350 ⁽¹⁾	A	\$0	55,711	D	
Common Stock	05/05/2014		M		5,000 ⁽²⁾	A	\$0	60,711	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	05/05/2014		A		30,000		(3)	(4)	Common Stock	30,000	\$0	75,017	D	
Restricted Stock Units	\$0	05/05/2014		M		3,350		(5)	(6)	Common Stock	3,350	\$0	71,667	D	
Restricted Stock Units	\$0	05/05/2014		M		5,000		(7)	(6)	Common Stock	5,000	\$0	66,667	D	

Explanation of Responses:

- Represents vested shares of common stock issued pursuant to the fourth and final conversion of the restricted stock units granted on April 29, 2010.
- Represents vested shares of common stock issued pursuant to the third conversion of one-fourth of the restricted stock units granted on April 29, 2011.
- The Restricted Stock Units vest and are exercisable in three annual installments on each May 5 of 2015, 2016, and 2017 (or the first market trading day 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).
- If the reporting person's employment is terminated for any reason before an applicable vesting date, all options and/or restricted stock units that have not yet vested shall be forfeited without consideration, except as provided in the change of control severance agreement and any other agreements regarding award vesting and exercisability between the reporting person and Issuer, which agreements or form agreements are filed with the SEC.
- The Restricted Stock Units vested and became exercisable in 4 equal annual installments. Vest dates began April 29, 2011 and ended April 29, 2014. Settlement of vested Units into common stock occurred on May 5, 2014, the first market trading day in an open trading window after April 29, 2014 under the Issuer's Insider Trading Policy.
- The restricted stock units released were settled in shares of common stock and were immediately cancelled upon settlement.
- The Restricted Stock Units vest and are exercisable in four equal annual installments on each April 29 of 2012, 2013, 2014, and 2015 (or the first market trading day 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).

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/ Michael M Ludwig,
Attorney-in-Fact For: Stuart L Merkadeau 05/07/2014

** 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.