

**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* <b>LUDWIG MICHAEL M</b>			2. Issuer Name and Ticker or Trading Symbol <b>FORMFACTOR INC [ FORM ]</b>			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) <b>VP of Finance</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>10/22/2004</b>			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		
2140 RESEARCH DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>LIVERMORE CA 94550</b>								
(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 <sup>(1)</sup>	10/22/2004		M		10,000	A	\$6	14,071	D	
Common Stock	10/22/2004		S		10,000	D	\$21.85	4,071	D	
Common Stock	10/22/2004		M		1,833	A	\$6.5	5,904	D	
Common Stock	10/22/2004		S		1,833	D	\$21.9	4,071	D	
Common Stock	10/22/2004		M		5,000	A	\$6	9,071	D	
Common Stock	10/22/2004		S		5,000	D	\$21.8	4,071	D	
Common Stock	10/22/2004		M		8,167	A	\$6	12,238	D	
Common Stock	10/22/2004		S		8,167	D	\$21.9	4,071	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
Non-Qualified Stock Option (right to buy)	\$6	10/22/2004		M		10,000		04/19/2001 <sup>(2)</sup>	04/19/2011	Common Stock	10,000	\$0	17,334	D	
Non-Qualified Stock Option (right to buy)	\$6	10/22/2004		M		5,000		04/19/2001 <sup>(2)</sup>	04/19/2011	Common Stock	5,000	\$0	12,334	D	
Non-Qualified Stock Option (right to buy)	\$6	10/22/2004		M		8,167		04/19/2001 <sup>(2)</sup>	04/19/2011	Common Stock	8,167	\$0	4,167	D	
Non-Qualified Stock Option (right to buy)	\$6.5	10/22/2004		M		1,833		01/17/2002 <sup>(3)</sup>	01/17/2012	Common Stock	1,833	\$0	3,783	D	

**Explanation of Responses:**

- On January 30, 2004 and on July 30, 2004, Mr. Ludwig acquired 1,382 and 2,189 shares from FormFactor, respectively, through the 2002 Employee Stock Purchase Plan. The amount of shares beneficially owned by Mr. Ludwig in Column 5 includes the acquisition of such shares.
- The option, which is immediately exercisable, vests with respect to 25% of the shares on April 2, 2002 and thereafter continues to vest over a three-year period in equal monthly installments.
- The option, which is immediately exercisable, vests over a three-year period in equal monthly installments, starting February 1, 2002.

By: Gail Chin, Attorney-in-Fact 10/26/2004  
For: Michael M. Ludwig

\*\* 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.**