

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>EVERETT G CARL JR</u> (Last) (First) (Middle) 7005 SOUTHFRONT ROAD (Street) LIVERMORE CA 94551 (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2012	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/21/2012		M		6,000 ⁽¹⁾	A	\$0	6,000	D	
Common Stock	05/21/2012		M		10,000 ⁽²⁾	A	\$0	16,000	D	
Common Stock	05/22/2012		S		4,230 ⁽³⁾	D	\$5.97	11,770	D	
Common Stock	05/22/2012		J		11,770 ⁽⁴⁾	D	\$0	0	D	
Common Stock	05/22/2012		J		11,770	A	\$0	50,864	I	Everett Family Trust

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	05/21/2012		M			6,000	(5)	(6)	Common Stock	6,000	\$0	16,000	D	
Restricted Stock Units	\$0	05/21/2012		M			10,000	(7)	(6)	Common Stock	10,000	\$0	6,000	D	

Explanation of Responses:

- Represents vested shares of common stock issued pursuant to the conversion of 100% of the restricted stock units granted on May 19, 2011.
- Represents vested shares of common stock issued pursuant to the second and final conversion of the restricted stock units granted on May 19, 2010.
- Represents vested shares of common stock sold to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.
- The securities acquired in conjunction with the May 21, 2012 RSU release were transferred on May 22, 2012 from direct ownership to the Everett Family Revocable Trust.
- Restricted Stock Units vest and become exercisable in 12 equal monthly installments with the vesting dates beginning on June 19, 2011 and ending on May 19, 2012, subject to continued service. Settlement of vested Units into common stock will occur on the earlier of May 19, 2012 and the date the reporting person ceases to provide services to the Issuer, or thereafter, on the first market trading day in an open trading window under Issuer's insider trading policy if the applicable date is not a market trading day in an open trading window.
- The restricted stock units released on May 21, 2012, were settled in shares of common stock, and were immediately cancelled upon settlement.
- The Restricted Stock Units vest in two equal annual installments on each May 19 of 2011 and 2012, subject to continued service.

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: G. Carl 05/22/2012
Everett, Jr.

** 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.