

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	
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1. Name and Address of Reporting Person* <u>Mittermaier Richard</u> (Last) (First) (Middle) 7005 SOUTHFRONT ROAD (Street) LIVERMORE CA 94551 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FORMFACTOR INC [FORM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Director of Accounting
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2005	
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	02/25/2005		M		3,570	A	\$6	4,569	D	
Common Stock	02/25/2005		S		3,570	D	\$23.45	999	D	
Common Stock	02/25/2005		M		784	A	\$6	1,783	D	
Common Stock	02/25/2005		S		784	D	\$23.46	999	D	
Common Stock	02/25/2005		M		100	A	\$6	1,099	D	
Common Stock	02/25/2005		S		100	D	\$23.5	999	D	
Common Stock	02/25/2005		M		810	A	\$6.5	1,809	D	
Common Stock	02/25/2005		S		810	D	\$23.45	999	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	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$6	02/25/2005		M			3,570	11/16/2000 ⁽¹⁾	11/16/2010	Common Stock	3,570	\$0	884	D	
Incentive Stock Option (right to buy)	\$6	02/25/2005		M			784	11/16/2000 ⁽¹⁾	11/16/2010	Common Stock	784	\$0	100	D	
Incentive Stock Option (right to buy)	\$6	02/25/2005		M			100	11/16/2000 ⁽¹⁾	11/16/2010	Common Stock	100	\$0	0	D	
Incentive Stock Option (right to buy)	\$6.5	02/25/2005		M			810	10/30/2001 ⁽²⁾	10/30/2011	Common Stock	810	\$0	2,430	D	

Explanation of Responses:

- The option, which is immediately exercisable, vests with respect to 25% of the shares on November 13, 2001 and thereafter continues to vest over a three-year period in equal monthly installments.
- The option, which is immediately exercisable, vests over a one-year period in equal monthly installments, starting November 13, 2004.

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: Stuart L. Merkadeau,

02/28/2005

[Attorney-in-Fact For: Richard Mittermaier](#)

** 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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