

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WAGNER HARVEY A</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2006</u>			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		
7005 SOUTHFRONT ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LIVERMORE CA 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	05/01/2006		M		400	A	\$23.23	400	D	
Common Stock	05/01/2006		S		400	D	\$42.02	0	D	
Common Stock	05/01/2006		M		100	A	\$23.23	100	D	
Common Stock	05/01/2006		S		100	D	\$42.03	0	D	
Common Stock	05/01/2006		M		2,201	A	\$23.23	2,201	D	
Common Stock	05/01/2006		S		2,201	D	\$42.1	0	D	
Common Stock	05/01/2006		M		100	A	\$23.23	100	D	
Common Stock	05/01/2006		S		100	D	\$42.13	0	D	
Common Stock	05/01/2006		M		99	A	\$23.23	99	D	
Common Stock	05/01/2006		S		99	D	\$42.14	0	D	
Common Stock	05/01/2006		M		2,100	A	\$23.23	2,100	D	
Common Stock	05/01/2006		S		2,100	D	\$42.01	0	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)	\$23.23	05/01/2006		M			400	02/23/2005 <sup>(1)</sup>	02/23/2015	Common Stock	400	\$0	12,100	D	
Non-Qualified Stock Option (right to buy)	\$23.23	05/01/2006		M			100	02/23/2005 <sup>(1)</sup>	02/23/2015	Common Stock	100	\$0	12,000	D	
Non-Qualified Stock Option (right to buy)	\$23.23	05/01/2006		M			2,201	02/23/2005 <sup>(1)</sup>	02/23/2015	Common Stock	2,201	\$0	9,799	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				
Non-Qualified Stock Option (right to buy)	\$23.23	05/01/2006		M			100	02/23/2005 <sup>(1)</sup>	02/23/2015	Common Stock	100	\$0	9,699	D	
Non-Qualified Stock Option (right to buy)	\$23.23	05/01/2006		M			99	02/23/2005 <sup>(1)</sup>	02/23/2015	Common Stock	99	\$0	9,600	D	
Non-Qualified Stock Option (right to buy)	\$23.23	05/01/2006		M			2,100	02/23/2005 <sup>(1)</sup>	02/23/2015	Common Stock	2,100	\$0	7,500	D	

**Explanation of Responses:**

1. The option, which is immediately exercisable, vests over one year in equal monthly installments beginning March 31, 2005.

**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,  
Attorney-in-Fact For: Harvey    05/03/2006  
A. Wagner

\*\* 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.