

<b>OMB APPROVAL</b>	
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**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

1. Name and Address of Reporting Person* <u>Vernet Jean B</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)  Director 10% Owner Officer (give title below) Other (specify below)  SR VP, CFO
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	05/04/2009		M		5,000 <sup>(1)</sup>	A	\$0	5,739 <sup>(2)</sup>	D	
Common Stock	05/04/2009		F		1,788 <sup>(3)</sup>	D	\$17.93	3,951	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	05/04/2009		M			5,000	(4)	(5)	Common Stock	5,000	\$0	15,000	D	

**Explanation of Responses:**

- Represents vested shares of common stock issued pursuant to the first conversion of one-fourth of the restricted stock units granted on March 31, 2008.
- On January 30, 2009, Mr. Vernet acquired 739 shares from FormFactor through the 2002 Employee Stock Purchase Plan. The amount of securities beneficially owned by Mr. Vernet includes the acquisition of such shares.
- Represents vested shares of common stock withheld by Issuer to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.
- The Restricted Stock Units vest and are exercisable in four equal annual installments on each March 31 of 2009, 2010, 2011 and 2012 (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 of the Restricted Stock Units which have not yet vested shall be forfeited without consideration.

**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: Jean B. Vernet 05/04/2009

\*\* 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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