FORMFACTOR INC

Form 4

January 05, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BRONSON JOSEPH R			2. Issuer Name and Ticker or Trading Symbol FORMFACTOR INC [FORM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
7005 SOUTHFRONT ROAD			01/03/2006	X Officer (give title Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LIVERMORE, CA 94551			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	ally 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. Securi on(A) or Do (Instr. 3,	spose	d of (D)	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)
Common Stock (1)	01/03/2006		M	9,608	A	\$0	46,661	D	
Common Stock	01/03/2006		F	3,435 (2)	D	\$ 24.76	43,226	D	
Common Stock							1,000	I	By Custodian Account (3)
Common Stock							1,000	I	By JTWROS
							5,000	I	

Common By Stock revocable

trust

(9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Expiration Date es (Month/Day/Year) ed		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Derir Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	\$ 0	01/03/2006		M	9,608	<u>(6)</u>	<u>(7)</u>	Common Stock	9,608	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BRONSON JOSEPH R 7005 SOUTHFRONT ROAD	X		President				
LIVERMORE, CA 94551							

Signatures

Units (5)

By: Stuart L. Merkadeau, Attorney-in-Fact For: Joseph R. **Bronson**

01/05/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- 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).
- Represents vested shares of common stock issued pursuant to the first conversion of one-fourth of the restricted stock units granted on **(1)** November 17, 2004.

Reporting Owners 2

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- (2) Represents vested shares of common stock withheld by Issuer to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units, which is consistent with Issuer's insider trading policy.
- (3) As custodian for minor child (UGMA).
- (4) As joint tenants with child.
- (5) Each restricted stock unit represents the right to receive one share of common stock.
- (6) The restricted stock units vest and are exercisable in four equal installments in each January 2006, 2007, 2008 and 2009.
- (7) Upon termination of employment before an applicable vesting date, all units that have not yet vested shall be forfeited, except as otherwise determined by the Compensation Committee of Issuer.

Remarks:

On July 29, 2005, Mr. Bronson acquired 1,053 shares from FormFactor through the 2002 Employee Stock Purchase Plan. The

THE CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXECUTE AND FI

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.