MERKADEAU STUART L
Form 4
May 08, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MERKADEAU STUART L

(Last) (First) (Middle)

7005 SOUTHFRONT ROAD

(Street)

LIVERMORE, CA 94551

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FORMFACTOR INC [FORM]

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SR VP GENERAL COUNSEL

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/04/2012		M		3,350 (1)	A	$ 0	37,149	D	
Common Stock	05/04/2012		M		5,000 (2)	A	$ 0	42,149	D	
Common Stock	05/07/2012		S		1,266 (3)	D	$ 6.0913	40,883	D	
Common Stock	05/07/2012		S		1,888 (3)	D	$ 6.0913	38,995	D	

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. 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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	$ 0	05/04/2012		M			3,350	(4)	(5)	Common Stock	3,350
Restricted Stock Units	$ 0	05/04/2012		M			5,000	(6)	(5)	Common Stock	5,000
Restricted Stock Units	$ 0	05/04/2012		A		20,000		(7)	(8)	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERKADEAU STUART L 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551			SR VP GENERAL COUNSEL	

Signatures

By: \s\ Henry I. Feir, Attorney-in-Fact For: Stuart L. Merkadeau	05/08/2012
**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).

(1) Represents vested shares of common stock issued pursuant to the second conversion of one-fourth of the restricted stock units granted on April 29, 2010.

(2) Represents vested shares of common stock issued pursuant to the first conversion of one-fourth of the restricted stock units granted on April 29, 2011.

(3) Represents vested shares of common stock sold to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.

(4) The Restricted Stock Units vest and are exercisable in four equal annual installments on each April 29 of 2011, 2012, 2013 and 2014 (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).

(5) The restricted stock units released on May 4, 2012, were settled in shares of common stock, and were immediately cancelled upon settlement.

(6) The Restricted Stock Units vest and are exercisable in four equal annual installments on each April 29 of 2012, 2013, 2014, and 2015 (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).

(7) The Restricted Stock Units vest and are exercisable in three annual installments on each February 10 of 2013, 2014, and 2015 (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).

(8) If the reporting person's employment is terminated for any reason before an applicable Vesting Date, all options and/or restricted stock units that have not yet vested shall be forfeited without consideration, except as provided in the change of control severance agreement and any other agreements regarding award vesting and exercisability between the reporting person and Issuer, which agreements or form agreements are filed with the SEC.

Remarks:

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.
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