

MATHEWS PETER B
 Form 4
 February 08, 2006

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MATHEWS PETER B

(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)
 02/06/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP of Worldwide Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 02/06/2006 | | M | | 12,083 | A | \$ 19.5 | 14,716 | D | |
| Common Stock ⁽¹⁾ | 02/06/2006 | | S | | 12,083 | D | \$ 36.3786 | 2,633 | D | |
| Common Stock | 02/06/2006 | | M | | 2,519 | A | \$ 5.5 | 5,152 | D | |
| Common Stock ⁽¹⁾ | 02/06/2006 | | S | | 2,519 | D | \$ 35.65 | 2,633 | D | |
| Common Stock | 02/06/2006 | | M | | 10,000 | A | \$ 5.5 | 12,633 | D | |

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| | | | | | | | |
|-------------------------|------------|---|--------|---|------------|--------|---|
| Common Stock <u>(1)</u> | 02/06/2006 | S | 10,000 | D | \$ 35.6575 | 2,633 | D |
| Common Stock | 02/06/2006 | M | 19,616 | A | \$ 6.5 | 22,249 | D |
| Common Stock <u>(1)</u> | 02/06/2006 | S | 19,616 | D | \$ 35.8413 | 2,633 | D |
| Common Stock | 02/06/2006 | M | 10,119 | A | \$ 6.5 | 12,752 | D |
| Common Stock <u>(1)</u> | 02/06/2006 | S | 10,119 | D | \$ 36.2219 | 2,633 | D |

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

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 control number.

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(9-02)

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 5.5 | 02/06/2006 | | M | 2,519 | 09/21/2000 ⁽²⁾ | 09/21/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.5 | 02/06/2006 | | M | 10,000 | 09/21/2000 ⁽²⁾ | 09/21/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.5 | 02/06/2006 | | M | 19,616 | 10/30/2001 ⁽²⁾ | 10/30/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.5 | 02/06/2006 | | M | 10,119 | 04/17/2002 ⁽³⁾ | 04/17/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 19.5 | 02/06/2006 | | M | 12,083 | 08/14/2003 ⁽⁴⁾ | 08/14/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MATHEWS PETER B 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551 | | | Sr VP of Worldwide Sales | |

Signatures

By: Stuart L. Merkadeau, Attorney-in-Fact For: Peter B. Mathews 02/08/2006

__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).
- (1) Pursuant to Rule 10b5-1 Plan.
- (2) The option, which is immediately exercisable, is fully vested.
- (3) The option, which is immediately exercisable, vests over a one-year period in equal monthly installments, starting March 6, 2005.
- (4) Options vest and become exercisable as to 1/48th of the total number of shares each month starting on grant date.

Remarks:

On January 31, 2006, Mr. Mathews acquired 847 shares from FormFactor through the 2002 Employee Stock Purchase Plan. T

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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