

MATHEWS PETER B

Form 4

January 05, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

2140 RESEARCH DRIVE

(Street)

LIVERMORE, CA 94550

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2005

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 of Worldwide Sales

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 Ownership (Instr. 4)
Common Stock	01/03/2005		M	6,819 A \$ 5.5	8,519	D	
Common Stock ⁽¹⁾	01/03/2005		S	6,819 D \$ 26.75	1,700	D	
Common Stock	01/03/2005		M	6,181 A \$ 5.5	7,881	D	
Common Stock ⁽¹⁾	01/03/2005		S	6,181 D \$ 26.75	1,700	D	
Common Stock	01/03/2005		M	1,300 A \$ 5.5	3,000	D	

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Common Stock ⁽¹⁾	01/03/2005	S	1,300	D	\$ 27.1	1,700	D
Common Stock	01/03/2005	M	1,700	A	\$ 5.5	3,400	D
Common Stock ⁽¹⁾	01/03/2005	S	1,700	D	\$ 27.1	1,700	D

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

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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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.5	01/03/2005		M		6,819		09/21/2000	09/21/2010	Common Stock	6,819
Non-Qualified Stock Option (right to buy)	\$ 5.5	01/03/2005		M		6,181		09/21/2000	09/21/2010	Common Stock	6,181
Non-Qualified Stock Option (right to buy)	\$ 5.5	01/03/2005		M		1,300		09/21/2000	09/21/2010	Common Stock	1,300
Non-Qualified Stock Option (right to buy)	\$ 5.5	01/03/2005		M		1,700		09/21/2000	09/21/2010	Common Stock	1,700

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MATHEWS PETER B
2140 RESEARCH DRIVE
LIVERMORE, CA 94550

Sr VP of Worldwide Sales

Signatures

By: Stuart L. Merkadeau, Attorney-in-Fact For: Peter B.
Mathews

01/05/2005

__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.

Remarks:

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

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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