

Mittermaier Richard
Form 4
February 28, 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 *
Mittermaier Richard

(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)
02/28/2005

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 ____ Other (specify
below) below)

Director of Accounting

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/25/2005		M		3,570	A	\$ 6	4,569	D	
Common Stock	02/25/2005		S		3,570	D	\$ 23.45	999	D	
Common Stock	02/25/2005		M		784	A	\$ 6	1,783	D	
Common Stock	02/25/2005		S		784	D	\$ 23.46	999	D	
Common Stock	02/25/2005		M		100	A	\$ 6	1,099	D	

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Common Stock	02/25/2005	S	100	D	\$ 23.5	999	D
Common Stock	02/25/2005	M	810	A	\$ 6.5	1,809	D
Common Stock	02/25/2005	S	810	D	\$ 23.45	999	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6	02/25/2005		M	3,570	11/16/2000 ⁽¹⁾ 11/16/2010	Common Stock 3,570
Incentive Stock Option (right to buy)	\$ 6	02/25/2005		M	784	11/16/2000 ⁽¹⁾ 11/16/2010	Common Stock 784
Incentive Stock Option (right to buy)	\$ 6	02/25/2005		M	100	11/16/2000 ⁽¹⁾ 11/16/2010	Common Stock 100
Incentive Stock Option (right to	\$ 6.5	02/25/2005		M	810	10/30/2001 ⁽²⁾ 10/30/2011	Common Stock 810

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mittermaier Richard 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551			Director of Accounting	

Signatures

By: Stuart L. Merkadeau, Attorney-in-Fact For: Richard Mittermaier	02/28/2005
__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) The option, which is immediately exercisable, vests with respect to 25% of the shares on November 13, 2001 and thereafter continues to vest over a three-year period in equal monthly installments.
- (2) The option, which is immediately exercisable, vests over a one-year period in equal monthly installments, starting November 13, 2004.

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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