

MERKADEAU STUART L
Form 4
May 22, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)
05/21/2012

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 Ownership (Instr. 4)
Common Stock	05/21/2012		M	(A) or (D) 2,000 (1)	\$ 0 38,075	D	
Common Stock	05/22/2012		S	741 (2)	\$ 5.97 37,334	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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0	05/21/2012		M	2,000	(3) (4)	Common Stock	2,000

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 05/22/2012

__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 third conversion of one-fourth of the restricted stock units granted on May 20, 2009.
- (2) Represents vested shares of common stock sold to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.
- (3) The Restricted Stock Units vest and are exercisable in four equal annual installments on each May 20 of 2010, 2011, 2012 and 2013 (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).
- (4) The restricted stock units released on May 21, 2012, were settled in shares of common stock, and were immediately cancelled upon settlement.

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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