FORMFACTOR INC

Form 4 May 27, 2008

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Number:

January 31,

2005

0.5

Estimated average

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires:

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

Washington, D.C. 20549

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MAIER LOTHAR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol FORMFACTOR INC [FORM]

(First) (Middle) (Last)

3. Date of Earliest Transaction

X_ Director 10% Owner

(Check all applicable)

7005 SOUTHFRONT ROAD

(Month/Day/Year)

05/22/2008

Officer (give title Other (specify below)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LIVERMORE, CA 94551

(City)

1.Title of

Security

(Instr. 3)

(State) (Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

4. Securities

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Beneficially Owned

7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(9-02)

Following Reported (A)

TransactionAcquired (A) or

Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (Inst

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Derivative (A) or Security Disposed of (D) (Instr. 3, 4,

and 5)

Code V (A) (D) Date Expiration Title Amount or

Exercisable Date

> Number of Shares

Restricted

Common (1) (2) Stock \$0 05/22/2008 Α 6,000 6,000 Stock

Units

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MAIER LOTHAR X 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551

Signatures

Stuart L. Merkadeau, 05/27/2008 Attorney-in-Fact

**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).
 - Restricted Stock Units vest in 12 equal monthly installments with the vesting dates beginning June 30, 2008 and ending May 31, 2009.
- Settlement of vested Units into common stock will occur on earlier of May 31, 2009 and the date the reporting person's engagement **(1)** with Issuer is terminated or thereafter, on the first market trading day in an open trading window under Issuer's insider trading policy if the applicable date is not a market trading day in an open trading window.
- If the reporting person's engagement with Issuer is terminated for any reason, all Restricted Stock Units that have not yet vested shall be **(2)** forfeited without consideration.

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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