

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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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
Common Stock ⁽¹⁾	02/06/2006		S		12,083	D	\$ 36.3786
Common Stock	02/06/2006		M		2,519	A	\$ 5.5
Common Stock ⁽¹⁾	02/06/2006		S		2,519	D	\$ 35.65
Common Stock	02/06/2006		M		10,000	A	\$ 5.5

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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.

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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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