

LUDWIG MICHAEL M  
Form 4  
August 22, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LUDWIG MICHAEL M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
08/19/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SR VP, CFO

7005 SOUTHFRONT ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LIVERMORE, CA 94551

(City) (State) (Zip)

**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 or Price                                                                               |                                                          |                                   |
| Common Stock                    | 08/19/2017                           |                                                    | M                              |                                                                   | 9,333 A \$ 0                                                                                  | D                                                        | 262,847                           |
| Common Stock                    | 08/19/2017                           |                                                    | F                              |                                                                   | 4,870 D \$ 14.05                                                                              | D                                                        | 257,977                           |
| Common Stock                    | 08/21/2017                           |                                                    | M                              |                                                                   | 10,000 A \$ 10.3                                                                              | D                                                        | 267,977                           |
| Common Stock                    | 08/21/2017                           |                                                    | S                              |                                                                   | 10,000 D \$ 13.961                                                                            | D                                                        | 257,977                           |
| Common Stock                    | 08/22/2017                           |                                                    | M                              |                                                                   | 20,000 A \$ 10.3                                                                              | D                                                        | 277,977                           |

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Common Stock      08/22/2017      S      20,000      D      \$ 14.335      257,977      D      (2)

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

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SEC 1474  
(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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Restricted Stock Units                     | \$ 0                                                   | 08/19/2017                           |                                                    | M                              | 9,333                                                                                   | (3) (4)                                                  | Common Stock                                                | 9,333                         |
| Non-Qualified Stock Option (right to buy)  | \$ 10.3                                                | 08/21/2017                           |                                                    | M                              | 10,000                                                                                  | (5) 11/10/2017                                           | Common Stock                                                | 10,000                        |
| Non-Qualified Stock Option (right to buy)  | \$ 10.3                                                | 08/22/2017                           |                                                    | M                              | 20,000                                                                                  | (5) 11/10/2017                                           | Common Stock                                                | 20,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |            |       |
|-----------------------------------------------------------------|---------------|-----------|------------|-------|
|                                                                 | Director      | 10% Owner | Officer    | Other |
| LUDWIG MICHAEL M<br>7005 SOUTHFRONT ROAD<br>LIVERMORE, CA 94551 |               |           | SR VP, CFO |       |

## Signatures

By: Jason Cohen For: Michael M Ludwig

08/22/2017

\*\*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).

Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$13.955 through \$14.00.

(1) Reporting person undertakes to provide upon request by the SEC staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$14.31 through \$14.355.

(2) Reporting person undertakes to provide upon request by the SEC staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) The Restricted Stock Units vest in three annual installments on each August 19 of 2017, 2018, and 2019 and will be settled into shares of common stocks on or following the vesting dates.

(4) The restricted stock units released were settled in shares of common stock and were immediately cancelled upon settlement.

(5) The Stock Option was granted pursuant to the Issuer's 2002 Equity Incentive Plan and vest over 3 years, with 33.33% vesting on Nov 10, 2011 and the remainder vesting in equal monthly installments over the following two years.

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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