

MATHEWS PETER B
 Form 4
 January 05, 2005

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 *
MATHEWS PETER B

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)
 2140 RESEARCH DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP of Worldwide Sales

LIVERMORE, CA 94550
 (City) (State) (Zip)

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

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	01/03/2005		M	6,819 A \$ 5.5	8,519	D	
Common Stock ⁽¹⁾	01/03/2005		S	6,819 D \$ 26.75	1,700	D	
Common Stock	01/03/2005		M	6,181 A \$ 5.5	7,881	D	
Common Stock ⁽¹⁾	01/03/2005		S	6,181 D \$ 26.75	1,700	D	
Common Stock	01/03/2005		M	1,300 A \$ 5.5	3,000	D	

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Common Stock ⁽¹⁾	01/03/2005	S	1,300	D	\$ 27.1	1,700	D
Common Stock	01/03/2005	M	1,700	A	\$ 5.5	3,400	D
Common Stock ⁽¹⁾	01/03/2005	S	1,700	D	\$ 27.1	1,700	D

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

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.5	01/03/2005		M	6,819	09/21/2000 09/21/2010	Common Stock	6,819	
Non-Qualified Stock Option (right to buy)	\$ 5.5	01/03/2005		M	6,181	09/21/2000 09/21/2010	Common Stock	6,181	
Non-Qualified Stock Option (right to buy)	\$ 5.5	01/03/2005		M	1,300	09/21/2000 09/21/2010	Common Stock	1,300	
Non-Qualified Stock Option (right to buy)	\$ 5.5	01/03/2005		M	1,700	09/21/2000 09/21/2010	Common Stock	1,700	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MATHEWS PETER B
2140 RESEARCH DRIVE
LIVERMORE, CA 94550

Sr VP of Worldwide Sales

Signatures

By: Stuart L. Merkadeau, Attorney-in-Fact For: Peter B.
Mathews

01/05/2005

__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) Pursuant to Rule 10b5-1 Plan.

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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