

EVERETT G CARL JR  
Form 4  
May 24, 2011

**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 \*  
EVERETT G CARL JR

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)  
7005 SOUTHFRONT ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/20/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

LIVERMORE, CA 94551

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/20/2011		M	(A) 6,000 (1)	\$ 0 6,000	D	
Common Stock	05/23/2011		S	(2) 1,737	\$ 9.1534 4,263	D	
Common Stock	05/23/2011		S	(2) 579	\$ 9.1525 3,684	D	
Common Stock	05/23/2011		J	(3) 3,684	\$ 0 0	D	
Common Stock	05/23/2011		J	3,684	\$ 0 35,345	I	Everett Family Trust

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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	05/20/2011		M	6,000	(4) (5)	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVERETT G CARL JR 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551		X		

## Signatures

By: /s/ Stuart L Merkadeau, Attorney-in-Fact For: G. Carl Everett, Jr.

05/24/2011

\_\_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 conversion of 100% of the restricted stock units granted on May 20, 2010.
- (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 securities acquired in conjunction with the May 20, 2011 RSU release were transferred on May 23, 2011 from direct ownership to the Everett Family Revocable Trust.

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- Restricted Stock Units vest in 12 equal monthly installments with the vesting dates beginning June 20, 2010 and ending May 20, 2011.
- (4) Settlement of vested Units into common stock will occur on the earlier of May 20, 2011 or the date the reporting person's engagement with Issuer is terminated (or 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).
  - (5) The restricted stock units released on May 20, 2011, 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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