

Mittermaier Richard  
 Form 4  
 February 28, 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 \*  
 Mittermaier Richard

(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)  
 02/28/2005

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)  
 Director of Accounting

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/25/2005                           |  | M                              | 3,570   | A \$ 6  | 4,569  | D                                 |
| Common Stock                    | 02/25/2005                           |  | S                              | 3,570   | D \$ 23.45  | 999  | D                                 |
| Common Stock                    | 02/25/2005                           |  | M                              | 784   | A \$ 6  | 1,783  | D                                 |
| Common Stock                    | 02/25/2005                           |  | S                              | 784   | D \$ 23.46  | 999  | D                                 |
| Common Stock                    | 02/25/2005                           |  | M                              | 100   | A \$ 6  | 1,099  | D                                 |

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|              |            |   |     |   |          |       |   |
|--------------|------------|---|-----|---|----------|-------|---|
| Common Stock | 02/25/2005 | S | 100 | D | \$ 23.5  | 999   | D |
| Common Stock | 02/25/2005 | M | 810 | A | \$ 6.5   | 1,809 | D |
| Common Stock | 02/25/2005 | S | 810 | D | \$ 23.45 | 999   | 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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Incentive Stock Option (right to buy)      | \$ 6   | 02/25/2005                           |  | M                              | 3,570   | 11/16/2000 <sup>(1)</sup> 11/16/2010                     | Common Stock  | 3,570                      |
| Incentive Stock Option (right to buy)      | \$ 6   | 02/25/2005                           |  | M                              | 784   | 11/16/2000 <sup>(1)</sup> 11/16/2010                     | Common Stock  | 784                        |
| Incentive Stock Option (right to buy)      | \$ 6   | 02/25/2005                           |  | M                              | 100   | 11/16/2000 <sup>(1)</sup> 11/16/2010                     | Common Stock  | 100                        |
| Incentive Stock Option (right to buy)      | \$ 6.5   | 02/25/2005                           |  | M                              | 810   | 10/30/2001 <sup>(2)</sup> 10/30/2011                     | Common Stock  | 810                        |

buy)

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Mittermaier Richard<br>7005 SOUTHFRONT ROAD<br>LIVERMORE, CA 94551 |               |           | Director of Accounting |       |

## Signatures

By: Stuart L. Merkadeau, Attorney-in-Fact For: Richard Mittermaier

02/28/2005

\_\_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) The option, which is immediately exercisable, vests with respect to 25% of the shares on November 13, 2001 and thereafter continues to vest over a three-year period in equal monthly installments.
- (2) The option, which is immediately exercisable, vests over a one-year period in equal monthly installments, starting November 13, 2004.

### 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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