#### FORMFACTOR INC

Form 4 May 03, 2006

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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)

**OMB APPROVAL** 

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

1. Name and Address of Reporting Person * WAGNER HARVEY A			2. Issuer Name and Ticker or Trading Symbol FORMFACTOR INC [FORM]	5. Relationship of Reporting Person(s) to Issuer
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)
7005 SOUTHFRONT ROAD		AD	(Month/Day/Year) 05/01/2006	X Director 10% Owner Officer (give title below) Other (specify below)
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
LIVERMORE	E, CA 94551		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly 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)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/01/2006		M	400	A	\$ 23.23	400	D	
Common Stock	05/01/2006		S	400	D	\$ 42.02	0	D	
Common Stock	05/01/2006		M	100	A	\$ 23.23	100	D	
Common Stock	05/01/2006		S	100	D	\$ 42.03	0	D	
Common Stock	05/01/2006		M	2,201	A	\$ 23.23	2,201	D	
	05/01/2006		S	2,201	D	\$ 42.1	0	D	

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Common Stock							
Common Stock	05/01/2006	M	100	A	\$ 23.23	100	D
Common Stock	05/01/2006	S	100	D	\$ 42.13	0	D
Common Stock	05/01/2006	M	99	A	\$ 23.23	99	D
Common Stock	05/01/2006	S	99	D	\$ 42.14	0	D
Common Stock	05/01/2006	M	2,100	A	\$ 23.23	2,100	D
Common Stock	05/01/2006	S	2,100	D	\$ 42.01	0	D

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

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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. Transactic Code (Instr. 8)	5. Number on 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 Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Non-Qualified Stock Option (right to buy)	\$ 23.23	05/01/2006		M	400	02/23/2005(1)	02/23/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 23.23	05/01/2006		M	100	02/23/2005(1)	02/23/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 23.23	05/01/2006		M	2,201	02/23/2005(1)	02/23/2015	Common Stock	2

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Non-Qualified Stock Option (right to buy)	\$ 23.23	05/01/2006	M	100	02/23/2005(1)	02/23/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 23.23	05/01/2006	M	99	02/23/2005(1)	02/23/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 23.23	05/01/2006	M	2,100	02/23/2005(1)	02/23/2015	Common Stock	4

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
WAGNER HARVEY A 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551	X						

### **Signatures**

By: Stuart L. Merkadeau, Attorney-in-Fact For: Harvey A. Wagner 05/03/2006

\*\*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) The option, which is immediately exercisable, vests over one year in equal monthly installments beginning March 31, 2005.

#### **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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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