

EVERETT G CARL JR
Form 4
August 03, 2010

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

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2010

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

(Street)
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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	07/30/2010		M		6,000 (1)	A \$ 0	6,000 D
Common Stock	07/30/2010		F		2,316 (2)	D \$ 9.68	3,684 D
Common Stock							22,118 I Everett Family Trust (3)

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. 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	07/30/2010		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		CEO	

Signatures

\s\ Stuart L Merkadeau, Attorney-in-Fact For: G. Carl Everett, Jr. 08/03/2010

__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 restricted stock units granted on May 22, 2008.
- (2) Represents vested shares of common stock withheld by Issuer to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.
- (3) The 22,118 shares are held by the Everett Family Revocable Trust for which the Reporting Person serves as trustee with his wife. Restricted Stock Units vest in 12 equal monthly installments with the vesting dates beginning July 31, 2009 and ending June 30, 2010.
- (4) Settlement of vested Units into common stock will occur on the earlier of June 30, 2010 and the date the reporting person's engagement with Issuer is terminated or thereafter, 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) If the reporting person's engagement with Issuer is terminated for any reason, all Restricted Stock Units that have not yet vested shall be forfeited without consideration.

Remarks:

THE ATTACHED POWER OF ATTORNEY GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXECUTE

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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