

EVERETT G CARL JR
Form 4
May 22, 2012

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)
05/21/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 05/21/2012 | | M | | 6,000 (1) \$ 0 | 6,000 | D |
| Common Stock | 05/21/2012 | | M | | 10,000 (2) \$ 0 | 16,000 | D |
| Common Stock | 05/22/2012 | | S | | 4,230 (3) \$ 5.97 | 11,770 | D |
| Common Stock | 05/22/2012 | | J | | 11,770 (4) \$ 0 | 0 | D |
| Common Stock | 05/22/2012 | | J | | 11,770 \$ 0 | 50,864 | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 | 05/21/2012 | | M | 6,000 | (5) (6) | Common Stock | 6,000 |
| Restricted Stock Units | \$ 0 | 05/21/2012 | | M | 10,000 | (7) (6) | Common Stock | 10,000 |

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.

05/22/2012

__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 19, 2011.
- (2) Represents vested shares of common stock issued pursuant to the second and final conversion of the restricted stock units granted on May 19, 2010.

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- (3) Represents vested shares of common stock sold to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.
- (4) The securities acquired in conjunction with the May 21, 2012 RSU release were transferred on May 22, 2012 from direct ownership to the Everett Family Revocable Trust.

Restricted Stock Units vest and become exercisable in 12 equal monthly installments with the vesting dates beginning on June 19, 2011 and ending on May 19, 2012, subject to continued service. Settlement of vested Units into common stock will occur on the earlier of
- (5) May 19, 2012 and the date the reporting person ceases to provide services to the Issuer, 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.
- (6) The restricted stock units released on May 21, 2012, were settled in shares of common stock, and were immediately cancelled upon settlement.
- (7) The Restricted Stock Units vest in two equal annual installments on each May 19 of 2011 and 2012, subject to continued service.

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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