

FORMFACTOR INC
Form 4
February 28, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
St Dennis Thomas

(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)
02/27/2014

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)
CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/27/2014		M		35,494 (1)	A	\$ 0 88,780 D
Common Stock	02/28/2014		S		13,528 (2)	D	\$ 7.1078 75,252 D

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

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SEC 1474
(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	02/27/2014		A	988 (3)	(4)	(5)	Common Stock	988
Performance Shares	\$ 0	02/27/2014		M	35,494	(6)	(7)	Common Stock	35,494

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
St Dennis Thomas 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551	X		CEO	

Signatures

By: /s/ Stuart L Merkadeau, Attorney-in-Fact For: Thomas St. Dennis

02/28/2014

__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 first conversion of one-half of the total units certified and earned January 28, 2014 and February 27, 2014 in connection with a May 4, 2012 performance-based restricted stock unit award.

(2) Represents vested shares of common stock sold to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.

(3) Reflects additional performance-based RSUs earned, determined following the audit of the financial statements, in connection with a May 4, 2012 performance-based restricted stock unit award. These are in addition to those reported on January 30, 2014

(4) As stipulated under the award agreement 50% of the total units earned will vest on the date the performance conditions are certified (February 27, 2014). The remaining units will vest on the earlier of death or termination of employment on account of disability or the first year anniversary of the certification date (February 27, 2015). All stock will be released to the reporting person on the vesting date or the first market trading day after the vesting date, during an open trading window under the Issuer's Insider Trading Policy thereafter, if the applicable vesting date is not on a market trading day during an open trading window.

(5) If the reporting person's employment is terminated for any reason before an applicable vesting date, all options and/or restricted stock units that have not yet vested shall be forfeited without consideration, except as provided in the change of control severance agreement and any other agreements regarding award vesting and exercisability between the reporting person and Issuer, which agreements or form agreements are filed with the SEC.

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- (6) 50% of the total units earned were settled February 27, 2014. The remaining units will vest on the earlier of death or termination of employment on account of disability or February 27, 2015. All stock will be released to the reporting person on the vesting date or the first market trading day after the vesting date, during an open trading window under the Issuer's Insider Trading Policy thereafter, if the applicable vesting date is not on a market trading day during an open trading window.
- (7) The restricted stock units released 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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