FORMFACTOR INC

Form 4 May 22, 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)

1. Name and Address of Reporting Person * **BRONSON JOSEPH R**

(First) (Middle) (Last)

(Street)

7005 SOUTHFRONT ROAD

LIVERMORE, CA 94551

2. Issuer Name and Ticker or Trading Symbol

FORMFACTOR INC [FORM]

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

05/21/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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response...

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (I)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(9-02)

(Instr. 4)

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

(A)

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

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Price of (Month/Day/Year) (Instr. 8) Acquired (A) (Instr. 3) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amo Exercisable Date or Num of Sh Non-Qualified Common **Stock Option** \$ 39.84 05/21/2006 Α 46,140 (1) 05/21/2013 46, Stock (right to buy)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BRONSON JOSEPH R

7005 SOUTHFRONT ROAD X LIVERMORE, CA 94551

Signatures

By: Stuart L. Merkadeau, Attorney-in-Fact For: Joseph R.

Bronson 05/22/2006

**Signature of Reporting Person

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).
- The option is exercisable as it vests. The vesting commences on May 11, 2006 and continues over a vesting schedule of four years with 25% of the shares subject to the stock option vesting on each 12 month anniversary of the vesting commencement date.

President

Date

Remarks:

The Issuer's Compensation Committee awarded the option in connection with the 2006 annual grants to employees.

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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