

DeLateur Richard
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 *
DeLateur Richard

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

(City) (State) (Zip)

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

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 Price			
Common Stock	05/21/2012		M		6,000 (1)	A	\$ 0 19,936	D
Common Stock	05/21/2012		M		22,114 (2)	A	\$ 0 42,050	D
Common Stock	05/22/2012		S		9,132 (3)	D	\$ 5.97 32,918	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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0	05/21/2012		M	6,000	(4) (5)	Common Stock	6,000
Restricted Stock Units	\$ 0	05/21/2012		M	22,114	(6) (5)	Common Stock	22,114

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeLateur Richard 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551		X		

Signatures

By: \s\ Stuart L Merkadeau, Attorney-in-Fact For: Richard DeLateur

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.
- (3) Represents vested shares of common stock sold to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.
- (4) 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 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.

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- (5) The restricted stock units released on May 21, 2012, were settled in shares of common stock, and were immediately cancelled upon settlement.
- (6) Restricted Stock Units vest and become exercisable 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 F

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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