FORMFACTOR INC

Form 4

October 27, 2004

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(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				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)				
2140 RESEARCH DRIVE			(Month/Day/Year) 10/25/2004	X Director 10% Owner Officer (give title below) Other (specify below)				
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person				
LIVERMORE, CA 94550				Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	e Secu	rities Acqui	red, Disposed of	or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit coor Dispos (Instr. 3, 4	ed of (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)
Common Stock	08/19/2004		J	12,358	D	\$ 0	0	D	
Common Stock	08/04/2004		J	4,880	D	\$ 0	13,941	I	By Self, Trustee ACE
Common Stock	08/04/2004		J	13,941	D	\$ 0	0	I	By Self, Trustee ACE
Common Stock	08/04/2004		J	4,880	D	\$ 0	13,941	I	By Self, Trustee GCE

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Common Stock	08/04/2004	J	13,941	D	\$ 0	0	I	By Self, Trustee GCE
Common Stock	08/04/2004	J	13,941	A	\$ 0	13,941	I	Children's IRR TR I
Common Stock	08/04/2004	J	13,941	A	\$ 0	13,941	I	Children's IRR TR II
Common Stock	10/25/2004	S	13,941	D	\$ 21.9961	0	I	Children's IRR TR II
Common Stock	08/04/2004	J	4,880	A	\$ 0	4,880	I	Everett Family Trust
Common Stock	08/04/2004	J	4,880	A	\$ 0	9,760	I	Everett Family Trust
Common Stock	08/19/2004	J	12,358	A	\$ 0	22,118	I	Everett Family Trust (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transa Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EVERETT G CARL JR 2140 RESEARCH DRIVE

LIVERMORE, CA 94550

Signatures

By: Gail Chin, Attorney-in-Fact For: G. Carl

Everett 10/27/2004

X

**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) GCE 2002 Retained Annuity Trust for which the Reporting Person served as trustee transferred on 8/04/04 13,941 shares to The Everett Children's Irrevocable Trust I for which the Reporting Person serves as trustee.
- (2) ACE 2002 Retained Annuity Trust for which the Reporting Person's spouse served as trustee transferred on 8/04/04 13,941 shares to The Everett Children's Irrevocable Trust II for which the Reporting Person's spouse serves as trustee.
- (3) The Reporting Person is filing this Form 4 to report the sale of 13,941 shares by The Everett Children's Irrevocable Trust II on 10/25/04.
- The 22,118 shares are held by the Everett Family Revocable Trust for which the Reporting Person serves as trustee with his wife. Of
- (4) these shares, 4,880 were acquired from the ACE 2002 Retained Annuity Trust on 8/4/04, 4,880 were acquired from the GCE 2002 Retained Annuity Trust on 8/4/04 and 12,358 were acquired from the Reporting Person on 8/19/04.

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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