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Ruscev Mar	rio									
Form 4 May 21, 20	09									
	ЛЛ								PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXC Washington, D.C. 205							COMMISSION	N OMB Number:	3235-0287	
Check the if no lor subject to Section Form 4 Form 5 obligation	to 16. or Filed pu	TATEMENT OF CHANGES IN BENEFICIAL (SECURITIES					Estimated average burden hours per response nge Act of 1934,			
may cor <i>See</i> Inst 1(b).	ntinue. Section 17			•	•	npany Act 19 Act of 1	of 1935 or Sectio 940	on		
(Print or Type	Responses)									
Ruscev Mario Sym			Symbol	•			5. Relationship of Reporting Person(s) to Issuer			
			FORMFACTOR INC [FORM]				(Check all applicable)			
(Last) (First) (Middle) 7005 SOUTHFRONT ROAD			 Date of Earliest Transaction (Month/Day/Year) 05/20/2009 			X Director 10% Owner X Officer (give title Other (specify below) below) CEO				
				mendment, Date Original Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LIVERMO	RE, CA 94551							More than One R		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
(Instr. 3) an		Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	-	-	-			
							spond to the colle tained in this form		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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Ar
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying See
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) Disposed of ((Instr. 3, 4, ar 5)	D)		
				Code V	7 (A) (D) Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 17.11	05/20/2009		А	120,000	<u>(1)</u>	05/20/2016 <u>(2)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address				
1	Director	10% Owner	Officer	Other
Ruscev Mario 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551	Х		CEO	
Signatures				

By: \s\ Stuart L Merkadeau, Attorney-in-Fact For: Mario Ruscev

**Signature of Reporting Person

Date

05/21/2009

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) The option is exercisable as it vests. The option will vest over a period of four years with 25% of the shares subject to the stock option vesting on each 12 month anniversary of the May 20, 2009 vesting commencement date.
- If the reporting person's engagement with Issuer is terminated for any reason, all equity awards that have not yet vested shall be
 (2) 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.

Remarks:

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.