

FORMFACTOR INC
Form 4
January 08, 2008

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 *
Ruscev Mario

(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)
01/07/2008

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)
President

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|---|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|
| Non-Qualified Stock Option (right to buy) | \$ 29.98 | 01/07/2008 | A | 100,000 | | | | | (1) | 01/07/2015(2) | Common Stock |
| Restricted Stock Units | \$ 0 | 01/07/2008 | A | 40,000 | | | | | (3) | (2) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Ruscev Mario 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551 | X | | President | |

Signatures

By: /s/ Stuart L Merkadeau, Attorney-in-Fact For: Mario Ruscev 01/08/2008

__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) The option, which is exercisable as it vests, vests with respect to 25% of the shares on January 7, 2009 and thereafter continues to vest over a three-year period in equal monthly installments.
If reporting person's employment is terminated without cause or by him for good reason (as described in his employment agreement filed by issuer with SEC on Form 8-K on 01/07/2008) and he executes a release and waiver of claims in favor of issuer, he will receive accelerated vesting of any unvested equity for an additional 12 months following his termination date and all vested equity will be exercisable until the 12 month anniversary of his termination date (but no later than the equity's expiration date). If reporting person's employment is terminated for any other reason, all unvested equity will be forfeited without consideration.
- (2) accelerated vesting of any unvested equity for an additional 12 months following his termination date and all vested equity will be exercisable until the 12 month anniversary of his termination date (but no later than the equity's expiration date). If reporting person's employment is terminated for any other reason, all unvested equity will be forfeited without consideration.
- (3) The Restricted Stock Units vest and are exercisable in four equal annual installments on each January 7 of 2009, 2010, 2011 and 2012.

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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