

PRESTRIDGE JAMES A
Form 4
May 23, 2011

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRESTRIDGE JAMES A

(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)
05/19/2011

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	05/20/2011		M		6,000 (1)	A	\$ 0
Common Stock					49,748	I	

By
Prestridge
Trust

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

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information contained in this form are not
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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	\$ 0	05/19/2011		A	6,000	(2) (3)	Common Stock	6,000
Restricted Stock Units	\$ 0	05/20/2011		M	6,000	(4) (5)	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRESTRIDGE JAMES A 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551	X

Signatures

By: /s/ Stuart L Merkadeau, Attorney-in-Fact For: James A Prestridge

05/23/2011

__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 20, 2010.
- (2) 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. 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.
- (3) If the reporting person ceases to provide services to the Issuer for any reason, all Restricted Stock Units that have not yet vested shall be forfeited without consideration except as provided in Section 9.5 of the Plan and any other agreements regarding award vesting and exercisability between the reporting person and Issuer, which agreement or form agreements are filed with the SEC.
- (4) Restricted Stock Units vest and become exercisable in 12 equal monthly installments with the vesting dates beginning on June 20, 2010 and ending on May 20, 2011. Settlement of vested Units into common stock will occur on the earlier of May 20, 2011 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

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Issuer's insider trading policy if the applicable date is not a market trading day in an open trading window.

- (5) The restricted stock units released on May 20, 2011, were settled in shares of common stock, and were immediately cancelled upon settlement.

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.

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