

LUDWIG MICHAEL M

Form 4

August 22, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LUDWIG MICHAEL M

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SR VP, CFO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

LIVERMORE, CA 94551

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/19/2017		M	9,333 A	\$ 0 262,847	D	
Common Stock	08/19/2017		F	4,870 D	\$ 14.05 257,977	D	
Common Stock	08/21/2017		M	10,000 A	\$ 10.3 267,977	D	
Common Stock	08/21/2017		S	10,000 D	\$ 13.961 257,977 (1)	D	
Common Stock	08/22/2017		M	20,000 A	\$ 10.3 277,977	D	

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Common Stock 08/22/2017 S 20,000 D \$ 14.335 257,977 D (2)

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 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0	08/19/2017		M	9,333	<u>(3)</u> <u>(4)</u>	Common Stock	9,333
Non-Qualified Stock Option (right to buy)	\$ 10.3	08/21/2017		M	10,000	<u>(5)</u> 11/10/2017	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 10.3	08/22/2017		M	20,000	<u>(5)</u> 11/10/2017	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUDWIG MICHAEL M 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551			SR VP, CFO	

Signatures

By: Jason Cohen For: Michael M Ludwig

08/22/2017

__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).

Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$13.955 through \$14.00.

(1) Reporting person undertakes to provide upon request by the SEC staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$14.31 through \$14.355.

(2) Reporting person undertakes to provide upon request by the SEC staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) The Restricted Stock Units vest in three annual installments on each August 19 of 2017, 2018, and 2019 and will be settled into shares of common stocks on or following the vesting dates.

(4) The restricted stock units released were settled in shares of common stock and were immediately cancelled upon settlement.

(5) The Stock Option was granted pursuant to the Issuer's 2002 Equity Incentive Plan and vest over 3 years, with 33.33% vesting on Nov 10, 2011 and the remainder vesting in equal monthly installments over the following two years.

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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