

MATHEWS PETER B  
Form 4  
November 19, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MATHEWS PETER B

(Last) (First) (Middle)  
2140 RESEARCH DRIVE  
(Street)

LIVERMORE, CA 94550

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FORMFACTOR INC [FORM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/19/2004

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)  
Sr VP of Worldwide Sales

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/19/2004		M	2,500	A \$ 0.8	7,200	D
Common Stock	11/19/2004		S	2,500	D \$ 25.98	4,700	D
Common Stock	11/19/2004		M	2,000	A \$ 0.8	6,700	D
Common Stock	11/19/2004		S	2,000	D \$ 25.96	4,700	D
Common Stock	11/19/2004		M	500	A \$ 0.8	5,200	D

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Common Stock      11/19/2004      S      500      D      \$ 25.97      4,700      D

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 0.8	11/19/2004		M	2,500	12/19/1997 <sup>(1)</sup> 12/19/2007	Common Stock	2,500
Incentive Stock Option (right to buy)	\$ 0.8	11/19/2004		M	2,000	12/19/1997 <sup>(1)</sup> 12/19/2007	Common Stock	2,000
Incentive Stock Option (right to buy)	\$ 0.8	11/19/2004		M	500	12/19/1997 <sup>(1)</sup> 12/19/2007	Common Stock	500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director      10% Owner      Officer      Other
MATHEWS PETER B 2140 RESEARCH DRIVE LIVERMORE, CA 94550	Sr VP of Worldwide Sales

## Signatures

By: Stuart L. Merkadeau, Attorney-in-Fact For: Peter B.  
Mathews

11/19/2004

\_\_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 immediately exercisable, was fully vested on December 19, 2001.

### 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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