

# FORMFACTOR INC

Reported by  
**ST DENNIS THOMAS**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/15/17 for the Period Ending 02/13/17

Address	7005 SOUTHFRONT ROAD LIVERMORE, CA 94551
Telephone	9252433522
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Symbol	FORM
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductor Equipment & Testing
Sector	Technology
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# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>St Dennis Thomas</b>  (Last) (First) (Middle)  <b>7005 SOUTHFRONT ROAD</b>  (Street)  <b>LIVERMORE, CA 94551</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>FORMFACTOR INC [ FORM ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/13/2017</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	2/13/2017		M		18404	A	\$7.52	183337	D	
Common Stock	2/13/2017		S		18404	D	\$12.1522 (1)	164933	D	
Common Stock	2/14/2017		M		80397	A	\$7.52	245330	D	
Common Stock	2/14/2017		S		80397	D	\$12.0057 (2)	164933	D	
Common Stock	2/15/2017		M		58170	A	\$7.52	223103	D	
Common Stock	2/15/2017		S		58170	D	\$12.1313 (3)	164933	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$7.52	2/13/2017		M		18404	(4)	9/13/2017	Common Stock	18404.0	\$7.52	431596	D		
Non-Qualified Stock Option (right to buy)	\$7.52	2/14/2017		M		80397	(4)	9/13/2017	Common Stock	80397.0	\$7.52	351199	D		
Non-Qualified Stock Option (right to buy)	\$7.52	2/15/2017		M		58170	(4)	9/13/2017	Common Stock	58170.0	\$7.52	293029	D		

**Explanation of Responses:**

- ( Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$12.15 through \$12.175. Reporting person 1) 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 \$12.00 through \$12.05. Reporting person undertakes 2) 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 \$12.05 through \$12.20. Reporting person undertakes 3) 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.
- ( The Stock Option was granted pursuant to the Issuer's 2002 Equity Incentive Plan and vest over 4 years, with 25% vesting on September 13, 2011 and the 4) remainder vesting in equal monthly installments over the following three years.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
St Dennis Thomas				

7005 SOUTHFRONT ROAD LIVERMORE, CA 94551	X			
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**Signatures**

**By: /s/ Jason Cohen, Attorney-in-Fact For: Thomas St. Dennis**

**2/15/2017**

          
**\*\***Signature of Reporting Person

          
Date

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

\* 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).

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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