

FORMFACTOR INC

Reported by
ST DENNIS THOMAS

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/21/17 for the Period Ending 02/16/17

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|-------------|---|
| Address | 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551 |
| Telephone | 9252433522 |
| CIK | 0001039399 |
| Symbol | FORM |
| SIC Code | 3674 - Semiconductors and Related Devices |
| Industry | Semiconductor Equipment & Testing |
| Sector | Technology |
| Fiscal Year | 12/26 |

FORM 4

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

OMB APPROVAL
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[] 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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| St Dennis Thomas | | | FORMFACTOR INC [FORM] | | | <input checked="" type="checkbox"/> Director _____ 10% Owner | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | <input type="checkbox"/> Officer (give title below) _____ Other (specify below) | | |
| 7005 SOUTHFRONT ROAD | | | 2/16/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| LIVERMORE, CA 94551 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | |
| (City) (State) (Zip) | | | | | | <input type="checkbox"/> 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. 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 | 2/16/2017 | | M | | 105100 | A | \$7.52 | 270033 | D | |
| Common Stock | 2/16/2017 | | S | | 5100 | D | \$11.975 (1) | 264933 | D | |
| Common Stock | 2/16/2017 | | S | | 100000 | D | \$11.7944 (2) | 164933 | D | |
| Common Stock | 2/17/2017 | | M | | 84214 | A | \$7.52 | 249147 | D | |
| Common Stock | 2/17/2017 | | S | | 6249 | D | \$11.90 (1) | 242898 | D | |
| Common Stock | 2/17/2017 | | S | | 77965 | D | \$11.8501 (3) | 164933 | D | |
| Common Stock | 2/21/2017 | | M | | 7368 | A | \$7.52 | 172301 | D | |
| Common Stock | 2/21/2017 | | S | | 7368 | D | \$11.95 (1) | 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 | 2/16/2017 | | M | | 105100 | | (4) | 9/13/2017 | Common Stock | 105100.0 | \$7.52 | 187929 | D | |
| Non-Qualified Stock Option (right to buy) | \$7.52 | 2/17/2017 | | M | | 84214 | | (4) | 9/13/2017 | Common Stock | 84214.0 | \$7.52 | 103715 | D | |
| Non-Qualified Stock Option (right to buy) | \$7.52 | 2/21/2017 | | M | | 7368 | | (4) | 9/13/2017 | Common Stock | 7368.0 | \$7.52 | 96347 | D | |

Explanation of Responses:

- (
1) All shares sold at an exact price.
- (
2) Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$11.75 through \$11.875. 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) Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$11.85 through \$11.875. 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.
- (
4) 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 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 | | | |

Signatures**By: /s/ Jason Cohen, Attorney-in-Fact For: Thomas St. Dennis****2/21/2017**

—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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.