

FORMFACTOR INC
Form 4
February 21, 2017

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, 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 *
St Dennis Thomas

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2017

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

LIVERMORE, CA 94551

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/16/2017		M		105,100	A	\$ 7.52
Common Stock	02/16/2017		S		5,100	D	\$ 11.975 (1)
Common Stock	02/16/2017		S		100,000	D	\$ 11.7944 (2)
Common Stock	02/17/2017		M		84,214	A	\$ 7.52
Common Stock	02/17/2017		S		6,249	D	\$ 11.9 (1)

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Common Stock	02/17/2017	S	77,965	D	\$ 11.8501 (3)	164,933	D
Common Stock	02/21/2017	M	7,368	A	\$ 7.52	172,301	D
Common Stock	02/21/2017	S	7,368	D	\$ 11.95 (1)	164,933	D

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

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.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Non-Qualified Stock Option (right to buy)	\$ 7.52	02/16/2017		M	105,100	(4) 09/13/2017	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 7.52	02/17/2017		M	84,214	(4) 09/13/2017	Common Stock 84
Non-Qualified Stock Option (right to buy)	\$ 7.52	02/21/2017		M	7,368	(4) 09/13/2017	Common Stock 7

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

02/21/2017

__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).

(1) All shares sold at an exact price.

Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$11.75 through \$11.875.

(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.

Price represents the weighted average sale price for the transaction reported. Price range of shares sold is \$11.85 through \$11.875.

(3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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