

FORMFACTOR INC
Form 4
October 27, 2004

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 *
EVERETT G CARL JR

(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)
10/25/2004

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	08/19/2004		J	12,358 D \$ 0	0	D	
Common Stock	08/04/2004		J	4,880 D \$ 0	13,941	I	By Self, Trustee ACE
Common Stock	08/04/2004		J	13,941 D \$ 0	0	I	By Self, Trustee ACE
Common Stock	08/04/2004		J	4,880 D \$ 0	13,941	I	By Self, Trustee GCE

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Common Stock	08/04/2004	J	13,941	D	\$ 0	0	I	By Self, Trustee GCE
Common Stock	08/04/2004	J	13,941	A	\$ 0	13,941	I	Children's IRR TR I ⁽¹⁾
Common Stock	08/04/2004	J	13,941	A	\$ 0	13,941	I	Children's IRR TR II ⁽²⁾
Common Stock	10/25/2004	S	13,941	D	\$ 21.9961	0	I	Children's IRR TR II ⁽³⁾
Common Stock	08/04/2004	J	4,880	A	\$ 0	4,880	I	Everett Family Trust
Common Stock	08/04/2004	J	4,880	A	\$ 0	9,760	I	Everett Family Trust
Common Stock	08/19/2004	J	12,358	A	\$ 0	22,118	I	Everett Family Trust ⁽⁴⁾

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.

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVERETT G CARL JR 2140 RESEARCH DRIVE LIVERMORE, CA 94550		X		

Signatures

By: Gail Chin, Attorney-in-Fact For: G. Carl
Everett

10/27/2004

__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) GCE 2002 Retained Annuity Trust for which the Reporting Person served as trustee transferred on 8/04/04 13,941 shares to The Everett Children's Irrevocable Trust I for which the Reporting Person serves as trustee.
- (2) ACE 2002 Retained Annuity Trust for which the Reporting Person's spouse served as trustee transferred on 8/04/04 13,941 shares to The Everett Children's Irrevocable Trust II for which the Reporting Person's spouse serves as trustee.
- (3) The Reporting Person is filing this Form 4 to report the sale of 13,941 shares by The Everett Children's Irrevocable Trust II on 10/25/04. The 22,118 shares are held by the Everett Family Revocable Trust for which the Reporting Person serves as trustee with his wife. Of
- (4) these shares, 4,880 were acquired from the ACE 2002 Retained Annuity Trust on 8/4/04, 4,880 were acquired from the GCE 2002 Retained Annuity Trust on 8/4/04 and 12,358 were acquired from the Reporting Person on 8/19/04.

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.